



Employee Handbook

Ref Annexure
1(A)

KNOWLEDGE AND HISTORY OF THE CORPORATION

In August of 2012, CDC Software and Consona Corporation merged to form the new APTEAN. CDC Software (CDC) was a global provider of enterprise software for on-premise and cloud deployments. CDC Software's solutions included enterprise resource planning (ERP), manufacturing operations management, enterprise manufacturing intelligence, supply chain management (SCM), global trade management, e-Commerce, human capital management, customer relationship management (CRM), complaint management and aged care solutions.

Consona was founded in 2003. The company had been in the business of acquiring software applications that enjoy a leadership position across a diverse set of global, niche markets. Consona offered technology and services across the following software application categories: ERP, CRM, knowledge management, eService, network management and product configuration. Consona's software and services are used by companies of all sizes, ranging from small businesses to Global 2000 enterprises, across a number of industries, including manufacturing, distribution, high tech, help desks, and telecommunications

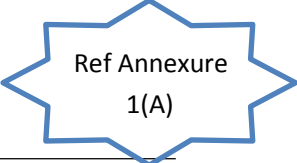
APTEAN now has over 9,000 customers, 1,500 employees, and a worldwide network of sales and support operations. APTEAN is headquartered in Atlanta, Georgia with the next two largest offices being in Indianapolis, Indiana and Bangalore, India.

APTEAN provides industry-specific software applications that enhance processes across the enterprise, helping businesses manage their resources, supply chain, employees, and customer relationships. APTEAN delivers solutions to customers in over 100 countries within the manufacturing, distribution, high tech, transportation, retail, government, real estate, financial services, health care, and not-for-profit industries.

APTEAN is a member of Vista Equity Partners' portfolio of companies. Vista is a leading private equity firm focused on investing in software and technology-enabled businesses. Vista Equity Partners Fund IV completed a buyout of CDC Software in April 2012 and subsequently combined CDC with Consona when acquired by Vista Equity Partners Fund IV in August 2012.

SCOPE

Unless specifically stated otherwise, the scope of this handbook is to be considered Worldwide. Bearing in mind that this Policy may be supplemented or superseded by separate Policy amendments that provide specific guidelines and interpretation for **local statutory**, regional, or other customs, including regulatory, common law or other local employment legislation.



Ref Annexure
1(A)

SECTION 1 – THE EMPLOYMENT PROCESS

- 1.1 – Employment -at-Will**
- 1.2 – Equal Employment Opportunity**
- 1.3 – Hiring**
- 1.4 – Employment of Relatives and Domestic Partners**
- 1.5 – Internal Transfers**
- 1.6 – Recruiting Referrals**
- 1.7 – Employment Definitions/Classifications**

SECTION 2 – THE WORK

- 2.1 – Business Hours**
- 2.2 – Dress Code / Appearance**
- 2.3 – Technology and Social Media**

SECTION 3 – BUSINESS ETHICS AND CONDUCT

- 3.1 – Conflicts of Interest**
- 3.2 – Confidential Information**
- 3.3 – Code of Ethics**
- 3.4 - Communications**
- 3.5 – Whistleblowing**

SECTION 4 – CORPORATE POLICIES

- 4.1 – Contract Renewal / Approval**
- 4.2 – Use of Company Assets**
- 4.3 – Copyright Compliance**

SECTION 5 – COMPENSATION

- 5.1 – Basis for Determining Pay**
- 5.2 – Error in Pay**
- 5.3 – Overtime Pay**
- 5.4 – Pay Cycle**
- 5.5 – Recording Time**
- 5.6 – Performance Management**

SECTION 6 – BENEFITS

- 6.1 – Benefits**
- 6.2 – Former Employees**

SECTION 7 – HEALTH AND SAFETY

7.1 – Smoking, Drugs and Alcohol

7.2 – Workplace Safety and Security

SECTION 8 – TIME AWAY FROM WORK

8.1 – Paid Time Off (PTO)

8.2 – Holidays

8.3 – Jury Duty

8.4 – Bereavement Leave

8.5 – Parental Leave and FMLA

8.6 – Leaves of Absence

SECTION 9 – DISCIPLINE / TERMINATION

9.1 – Disciplinary Action

9.2 – Harassment

9.3 – Termination / Resignation

9.4 – Exit Interviews

9.5 – References

1.1 – EMPLOYMENT-AT-WILL

POLICY

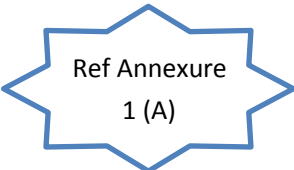
The main terms and conditions of employment are typically contained within the employee's offer letter and employment and confidentiality/non-competition/non-solicitation agreement(s) (collectively "Employment Agreements", each an "Employment Agreement"), each of which are required to contain both a signature of a Corporate officer as well as the signature of the employee.

These Employment Policies do not form part of the Employment Agreement. The Company reserves the right to unilaterally alter any terms or conditions contained in the Policies for business reasons, to comply with changes in legislation or other purposes.

EMPLOYMENT AT-WILL

In work locations or Countries that do not require a specified Employment Agreement relationship, and unless specifically set forth otherwise in writing by the Company and signed by a duly authorized officer of the company; all other employment with the Company is at-will. Either the employee or the Company may terminate the employment relationship at any time, for any reason, with or without cause or notice.

The At-Will employment status may not be modified by any oral or written representations other than a written contract of employment signed by the Company's Chief Executive Officer or his designee and the employee.



Ref Annexure
1 (A)

1.2 – EQUAL EMPLOYMENT OPPORTUNITY

POLICY

The Company maintains a policy of non-discrimination for all employees and applicants in every facet of its operation. The Company will maintain employment procedures with respect to hiring, employee treatment, training, compensation, promotions, benefits, disciplinary action, termination and all other conditions of employment, administered solely on the basis of each individual's job qualifications and without regard to race, color, religion, age, sex, marital status, sexual orientation, national origin, disability, pregnancy and related medical conditions, genetic information, or disabled or Vietnam-era veteran status.

The Company is also committed to maintaining all of its personnel policies in accordance with the letter and spirit of the provisions of the Americans with Disabilities Act, and any other applicable federal, state and local laws, including providing equal employment opportunity and reasonable accommodation without undue hardship to qualified applicants or employees with disabilities and providing disabled applicants, employees, and business visitors with access to the company's facilities in accordance with applicable legal standards.

RESPONSIBILITY

Fulfillment of the Company's equal employment opportunity pledge is the ongoing responsibility of all employees. Consequently, the full cooperation and support of all employees is essential in these endeavors.

1.3 – HIRING

POLICY

The Company prides itself in carefully selecting employees who best meet the job requirements sought through written application, personal interviews, reference checks, online assessments, and background investigations.

PURPOSE

The purpose of the Company's pre-employment processes is to:

- Gain a better understanding of each applicant BEFORE making a hiring decision
- Safeguard sensitive and confidential Company and client data
- Meet contractual requirements from clients
- Comply with regulations governing corporate access, control, and release of sensitive data
- Hire the best qualified person for each job opening

The Company relies upon the accuracy of information contained in the employee's resume and employment application, as well as the accuracy of other data presented throughout the hiring process and employment. Any misrepresentations, falsifications or material omissions in any of this information or data may result in the Company's exclusion of the individual from further consideration for employment or, if the person has been hired, termination of employment.

The Company requires all prospective employees to sign its standard employment agreements as a condition of employment.

1.4 – EMPLOYMENT OF RELATIVES AND DOMESTIC PARTNERS

POLICY

For reasons of supervision, security, and morale, the Company generally discourages the employment of relatives in supervisor/subordinate relationships. "Relatives" are defined as mother, father, sister, brother, child, stepmother, stepfather, stepsister, stepbrother, stepchild, niece, nephew, cousin, uncle, aunt, grandparent, grandchild, and in-laws within these categories. For the same reasons, spouses and domestic partners of employees may not be employed under each other's direct supervision or in the same department.

Managers are to avoid real or perceived opportunities for favoritism or conflicts of interest regarding the employment of relatives. Anyone with people management responsibilities must not date or form special social relationships with someone directly or indirectly under his or her supervision or otherwise form special social relationships with employees that could result in real or perceived opportunities for favoritism or conflicts of interest. If such a relationship arises, the supervisor must promptly inform Human Resources of the circumstances so that appropriate steps can be taken to avoid the appearance of favoritism or conflicts of interest.

Employees who marry or who become related by marriage or who become domestic partners may continue their employment if they do not work in a direct supervisory relationship or otherwise present problems in supervision, safety, security, or morale.

1.5 – INTERNAL TRANSFERS

POLICY

The Company is happy to provide opportunities for growth within the company by encouraging employees to apply for open positions for which they are qualified. Under most circumstances, all open positions are posted on the APTEAN Insider and are available to employees who meet the qualification criteria. Exceptions may apply in the case of a reorganization or for positions filled by someone within the department with the opening. Open positions may also be posted with external resources simultaneously and external candidates considered.

PROCEDURE

The process of applying for open positions to transfer within the Company is as follows:

- The applicant must be in his or her current position and team for Twelve (12) months, unless approved by their supervisor
- The applicant must meet acceptable performance expectations in his or her current position
- The applicant must meet with their current supervisor and get approval from that supervisor to be considered.
- The applicant's supervisor will send to Human Resources notice of the applicant's interest in the posted position
- Human Resources and the recruiting team will forward the applicant's application, assuming applicant meets the criteria for the position, along to the hiring manager
- The hiring manager will meet with all approved, qualified applicants.
- The hiring decision should be communicated from the hiring manager directly to the applicant (preferably in person), and their current manager
- If the applicant is a successful candidate, the terms of the transfer should be discussed and agreed between the applicant's supervisor and the hiring manager and included in the communication of the position offer to the candidate. Transitions should be complete within 30 calendar days, unless agreed to by management

Exceptions to this policy may be made in unusual circumstances, each case to be considered separately by management and communicated in writing to Human Resources.

1.6 – RECRUITING REFERRALS

POLICY

The Company provides financial incentive in the form of a referral fee paid upon the completion of the referral process for a new employee.

Referral fees are earned upon the successful employment of the referral candidate for a minimum period of three (3) months. Individuals may be referred for a specific posted job, or consideration for future job opportunities. In the event an individual is referred by more than one source for the same position, the fee shall be paid to the first referral. Employees should be able to provide a reference for the individual prior to submission.

ELIGIBILITY

All employees are eligible to participate with the exception of the following:

- All Human Resources staff.
- Contract and/or Temporary staff.
- Officers and Directors of the Company.
- Executive management including all Vice President level management and above.
- The Management team involved with the specific position.
- Employees involved in the hiring decision for the specific position.

REFERRAL FEE

Referral fees are established for each Country and each position. Referral fees are reviewed periodically.

PAYMENT

Referral payments are structured to minimize the cost of hiring individuals who leave within three (3) months of their start date. If a referral is hired the employee receives payment as follows: Employees must be actively employed by the Company on the payment date to receive the referral fee.

1.7– EMPLOYMENT DEFINITIONS / CLASSIFICATIONS

POLICY

The Company categorizes the types of employment within the Company in order to clarify the distinctions in benefits and conditions of employment among employees, and to aid in a better understanding of employment relationships with the Company.

DEFINITION OF EMPLOYEE

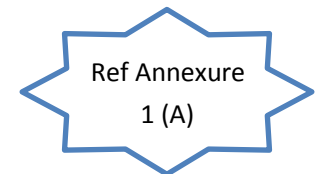
An “employee” of the Company is a person who provides satisfactory proof of eligibility for employment in the Country where the position resides, regularly works for the Company on a wage or salary basis, is employed directly by the Company, has a payroll identification number, and is listed as an employee as defined herein.

EMPLOYMENT STATUS

Full-Time: Works 32 hours or more per week

Part-Time: Works less than 32 hours per week. Is eligible for 401(k) benefits, as well as anything provided per local statutory regulations

Temporary: assigned to a work assignment that has a defined time period, and may/may not have scheduled weekly hours.



2.1 – BUSINESS HOURS

POLICY

To maintain a safe and productive work environment, all employees are expected to be reliable and regular in attendance. Any tardiness or absence causes problems for other employees as well as managers. Unless otherwise specified by management, full-time employees are expected to work at least five work days per workweek. Additional time may be required when necessitated by business operations and will comply with local statutory requirements.

Every employee is required to report to work on time according to his/her department's schedule and to not leave work early without supervisor approval. Supervisors may set individual schedules for their teams based on business requirements or customer support needs.

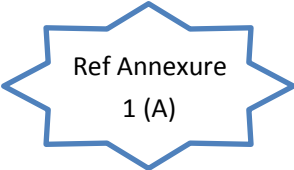
Any employee who expects to be late or unable to report to work due to illness, emergency or weather conditions must contact his or her supervisor prior to the start of the scheduled day so as not to be considered late or absent without authorization. Additionally, supervisors must approve all vacation and other absences. All employees are expected to track their working hours; in addition to any hours they take as personal time within the Company's time-tracking system.

Unreported absences, tardiness, and leaving work early reduce the Company's productivity and impose a burden on co-workers. Employees who are excessively absent or tardy, or who otherwise fail to adhere to their department's schedules without authorization, may be subject to disciplinary action, up to and including termination.

HOURS OF WORK

Hours of work are defined for employees by management, set forth in the employee's terms and conditions of employment, and/or set forth in other formal documentation issued by the Company.

Supervisors are responsible for ensuring that employees comply with the hours of work requirements along with any associated legislation that may apply.



Ref Annexure
1 (A)

2.2 – DRESS CODE /APPERANCE

POLICY

Business casual attire is the standard dress code for the company. Our objective in establishing a business casual attire dress code is to allow our employees to work comfortably in the workplace while maintaining a professional image for our customers, potential employees and visitors.

Employees are expected to dress and act in a manner that will reflect favorably on the Company. All employees who represent the Company to our customers are expected to maintain a professional business appearance. Employees are individually responsible for using good taste and judgment in dress and grooming.

Business casual attire is acceptable unless traditional business attire is required. Business casual attire includes: collared sport shirt, polo or golf shirt and casual pants; casual skirt or pants (including capri pants) and blouse; casual dress; sweater; and casual shoes.

Traditional business attire is always appropriate and may be required when meeting visitors or clients. Traditional business attire includes: business suits or dress sportswear, dress shirt and tie, dress, pantsuit, skirt and blouse, dress pants and blouse, socks, and dress shoes.

Inappropriate clothing (and not to be worn on company premises) includes: shorts; sweat suit, jogging suit, or other athletic suit; leggings; sundress without a jacket; tank top or tank top dress; T-shirt; tennis shoes; flip-flops; and see through clothing. Any apparel that is too tight, too short or too revealing is always inappropriate.

The foregoing lists are simply guidelines for appropriate dress, and the company reserves the right to make the final decision as to an employee's attire. Supervisors will be responsible for ensuring that employees adhere to this dress code. Employees should direct questions regarding appropriate attire to their supervisor.

2.3 – TECHNOLOGY AND SOCIAL MEDIA

PURPOSE

To provide electronic mail (e-mail), voice mail systems and Internet services for employees in order to help facilitate the functioning of company work; and ensure that Company equipment, systems and services are properly used for business purposes.

Additionally, this policy educates employees on how to navigate the many social media websites, engage with our various audiences in the social Web, and be most effective in this ever-changing environment. The Company recognizes the importance of participating in online conversations and wants to provide a clear and purposeful social media policy for employees to understand and follow so to help protect both employees and the Company.

POLICY

The Company uses various communications technologies in an attempt to improve efficiency and customer service. Among the most popular of these technologies are the computer system, Internet, e-mail and the voice mail system. The Company has established the following policy which governs the use of these systems for both internal and external communications:

1. The Company's computer, Internet, e-mail and voice mail systems exist to further the business of the Company and its customers and, as such, are to be used primarily for Company business. E-mail and voice mail messages should be transmitted only to individuals who have a business need to receive them. The Company does acknowledge and permit minimal limited use of computer resources, internet services, and e-mail services, at the sole discretion of the Company, for informal and personal purposes.
2. The e-mail, voice mail, Internet and computer systems (including computer files, hardware, software and the network) are the property of the Company, and the Company retains the right to monitor and review any files or messages on these systems for any legitimate business purpose without prior notice. Users of the systems do not have a privacy right in messages sent or received on the e-mail or voice mail systems or files maintained on the computer systems or accessed on the Internet.
4. The use of foul, obscene or harassing language or images when sending messages on e-mail and voice mail or displaying computer files, software or Internet materials is prohibited. Employees are expected to act professionally when using the electronic systems and should not send messages which harass or annoy other employees or third parties or which interrupt or interfere with the network. Furthermore, the Internet must not be used to create, transmit or intentionally receive unprofessional, vulgar, profane, insulting, offensive, sexually explicit or defamatory messages. Material that is considered illegal, obscene, inappropriate, offensive or disrespectful to others must not be viewed, downloaded or stored on any media.
5. Computers, software, hardware, computer files, voice mail, and e-mail messages should be treated with the same degree of security and confidentiality as written documents. Accordingly, confidential documents which are e-mailed to external locations should be encrypted if receipt by a third party would result in a breach of confidentiality. Similarly, voice mail messages and computer files which contain confidential information should be forwarded only to employees with a "need to know" the information contained in the message.

6. Employees may use social networking sites while at work in order to perform their job functions and to conduct the Company's business. The Company does not block employees' access to social networking sites as the Company expects and trusts employees to work responsibly and adhere to all policies relating to use of company property and internet access. If an employee is ever unsure of a post, comment or response on the social web, he/she is advised to discuss the information to be posted with his/her supervisor prior to publishing it. Failure to comply could jeopardize the Company's reputation and business, and may result in disciplinary action.

COMPUTER RESOURCES

1. Employees using Company computer resources, including the Internet or e-Mail are doing so for the benefit of the Company and may not sell, disclose, or use corporate computer resources for personal benefit or for the benefit of any individual or organization.

2. The Company purchases and licenses the use of various computer software for business purposes. Unless authorized, employees may not reproduce software for use on another computer. Making unauthorized copies of right-protected computer software, programs, and/or operating systems (such as Microsoft Office or Windows) is prohibited. Compliance with program licensing restrictions and copyright issues related to computer programs, software, videotapes, and hard copy apply to all employees. Following licensing and copyright restrictions is not only the Company policy; it is also the law.

3. Downloading or installing unauthorized software is restricted. Additionally, the Company strictly prohibits the use of company equipment to download and/or distribute illegal music; videogames; pornographic images; gambling games or materials; entertainment displays; or movies from the Internet.

4. Attempts to break into any computer or exceed authorized privileges (cracking or hacking), whether at the Company or at another organization will not be tolerated.

INTERNET SERVICES

1. Outbound and inbound access to/from the Internet via the Company resources must be through approved methods using valid hardware, software, and approved controls.

2. When/If using Internet resources for minimal personal use, employees must not:

- Give the impression they are representing the Company when conducting non-business activities,
- Give the impression their opinions represent that of the Company when conducting non-business activities, and/or
- Present himself or herself as someone else (i.e., another Company employee).

3. Under no circumstances shall the Company Confidential and Proprietary or Restricted Use Only data be transmitted or published over the Internet without proper authorization.

E-MAIL RESOURCES

1. E-Mail access that is NOT provided by the Company (i.e., Web based vendors, such as AOL.com or Hotmail.com) that is accessed via the Company computer resources (i.e., Internet access) must be restricted to minimal, limited personal use.
2. E-Mail access that is NOT provided by the Company should not be used for business related activities.
3. E-Mail access that is NOT provided by the Company that is accessed via the Company computer resources (i.e., Internet access) is subject to the same Company Information Security policies and procedures and must comply with all Company policies.
4. No automatic forwarding of e-Mail messages to Internet e-Mail accounts is allowed without prior written approval from the Information Technology organization.
5. E-mail systems are known sources of viruses. Users must not disable/turn-off virus detection programs on their desktops or laptops.

BLACKBERRIES, CELL PHONES, PERSONAL DIGITAL ASSISTANTS (PDAs), SMART PHONES

E-mail and other confidential business information contained within Blackberries, cell phones, PDAs or smart phones, whether the device is Company property or not, is considered Company property and Intellectual property of the Company. Such information contained within the device is subject to all Company policies.

Additionally, the Company requires that employees avoid situations that require them to use their mobile devices while driving, even if a hands-free device is used. If an employee must use the phone, he/she is to pull off the road in a safe manner. If that is not a safe option and the employee cannot avoid using the phone, do NOT use the cell phone/smart phone unless a hands-free device is used.

Additionally, it is against the Company's policies – and frequently against state law – to text message while driving.

Know and abide by country, state and local laws regarding the use of cell phones/smart phones and text messaging while driving motor vehicles. Many areas have passed laws that ban the use of cell phones/smart phones while driving, require the use of "hands free" devices, or prohibit text messaging while driving.

PASSWORDS

Personal passwords may be used for purposes of security, but the use of a personal password does not affect the Company's ownership of the electronic information. The Company may override all personal passwords if necessary for any reason. The Company may periodically need to assign and/or change passwords and personal codes for voice mail, e-mail, and computers. These communication technologies and related storage media and databases are to be used for Company business and they remain the property of the Company. The Company reserves the right to keep a record of all passwords and codes used and/or override any such password system.

SOCIAL MEDIA

Social Media and networking sites, including, but not limited to, Facebook, BranchOut, Linked-In, Twitter, Blogs, MySpace, YouTube and Flickr that make any mention of the Company may not be used by

employees without the approval of Management. Material relating to the Company is considered, confidential and proprietary and subject to the legal and regulatory restrictions on, advertising and communications with the public.

Social media should not be used by employees for any purpose related to the Company's business. An employee's social media use is treated as public statements and the Company may monitor publicly-available content.

The Company understands that employees do and will use social media in their private lives and does not prohibit its use, but expects employees to adhere to company policy and recognize the compliance risks to the company associated with the use of such sites. Employees are reminded that the company requires employees to act with integrity, competence, dignity, and in an ethical manner when dealing with the public, customers, prospects, their employer, and their fellow employees. The Company expects its employees to use good judgment in their use of social media/networking sites.

The following is the Company's policy regarding personal use of social media:

- You may use the Company's name on your site in relation to where you are employed, however, certain disclaimers may be required;
- You may not use the site to solicit customers or discuss the company's business;
- You may not report or discuss the company's business, or performance history or in general;
- Company logos and trademarks may not be used on personal sites;
- You may not discuss competitors, investors or vendors on your sites; and
- Each employee is personally responsible for the content that he or she posts.
- Management may restrict or prohibit the mention of the Company on any social media site at any time.

Each employee is responsible for adhering to these policies and procedures. Any violation of the Company's Social Media policy is subject to discipline.

3.1 – CONFLICTS OF INTEREST

PURPOSE

The Company insists on the undivided loyalty of all employees, including management and non-management staff, except to the extent doing so would be inconsistent with applicable law. Subject to that caveat, employees must not engage in any conduct, and must avoid situations, that would create an actual or potential conflict of interest or create the appearance of such a conflict.

Conflicts of interest arise when an employee's personal activity or personal interest is contrary to the interests of the company. These personal activities or interests may influence the employee's judgment, causing the employee to make decisions based upon the potential for personal gain, rather than in the best interests of the company.

POLICY

To prevent conflicts of interest, the following behavior is deemed unacceptable and unethical, except to the extent the law provides otherwise:

- Receiving or giving of merchandise, money, services, travel, accommodations, or lavish entertainment that might appear to have been given to influence a business decision. Gifts offered or received at any time that are of more than minimal or token value shall not be accepted and shall be returned to the sender with an appropriate explanatory note or letter.
- Maintaining personal, business, or financial relationships with a customer or vendor where the employee has control or influence over the company's relationship with that customer or vendor. For example, employees should not borrow from or lend personal funds to a customer or vendor of the employee's division.
- Using information developed or learned on the job for personal or familial benefit. This includes the use of company databases, financial information, and intellectual property.
- Maintaining outside directorship, employment, or political office that might appear to or actually conflict or compete with an employee's responsibilities.
- Conducting company business with, or using position or authority to influence the company to conduct business with, family members.
- Unauthorized sharing of confidential or proprietary company-related information with business associates or representatives of other companies.

The list above serves only to illustrate sources of possible conflicts of interest and does not constitute a complete list of all the situations that may result in a conflict of interest. Ultimately, it is the responsibility of each employee to avoid any situation that could affect his/her ability to judge situations

independently and objectively, and any situation that could even appear to be a conflict of interest. It is important to note that under certain circumstances, conflicts of interest can amount to violations of criminal law. Any doubts should be resolved in a discussion with your supervisor, Human Resources, or the Company's legal counsel.

RECOGNIZING AND REPORTING A CONFLICT

Any employee who is aware of possible violations should notify his or her supervisor. If you are not sure whether there is an ethical problem, it is better to ask.

Here are some signs to watch for:

- You feel uncomfortable about a business decision, or about something you've been asked to do.
- You have witnessed a situation that made you or someone else feel uncomfortable.
- You feel that the company would be embarrassed, or face legal implications, if the situation were revealed to the public.

VIOLATIONS OF THE POLICY

Violations of this policy will be grounds for disciplinary action, adapted to the circumstances of the particular violation. Disciplinary action will be taken against individuals who authorize or participate directly in a violation of the policy. Disciplinary action also may be taken against any of the violator's supervisor, to the extent that the circumstances of the violation reflect inadequate supervision and leadership by the superior.

COMPLAINTS OF RETALIATION AS A RESULT OF

If an employee or applicant believes that he or she has been retaliated against for disclosing information regarding misconduct under the Code, he/she should file a written complaint with company management or with Human Resources.

It is company policy to encourage employees to come forward with any safety, ethical, or legal concerns. Retaliation against those who bring forward these types of related concerns or complaints will not be tolerated.

3.2 – CONFIDENTIAL INFORMATION

PURPOSE

As an employee, you may learn information that is not known by the general public. You may have access to confidential or proprietary information regarding the company, its vendors, its customers, or perhaps even fellow employees. Confidential or proprietary information includes, but is not limited to business plans, strategies, budgets, projections, forecasts, financial and operating information, business contracts, databases, employee information, customer and vendor information, compensation data, advertising and marketing plans, proposals, training materials and methods, and other information not available to the public.

POLICY

Regardless of whether this type of information is specifically identified as confidential, it is each employee's responsibility to keep this information in confidence. You must not use, reveal, or divulge any such information unless it is necessary for you to do so in the performance of your duties (or except as otherwise allowed, if at all, by applicable law). Generally, access to confidential information should be granted/provided/given on a “need-to-know” basis and must be authorized by your supervisor.

All employees may have access to confidential, sensitive, or proprietary information about the company or its customers, or its’ processes; therefore all employees need to sign a Proprietary Information and Inventions Agreement, within the Employment Agreement, as a condition of employment. If you improperly use or disclose any of the company’s confidential or proprietary information, you will be subject to disciplinary action, up to and including termination of employment, regardless of whether or not you receive any benefit from the use or disclosure.

EMPLOYMENT AND INCOME VERIFICATION REQUESTS, REFERENCES, AND OTHER REQUESTS BY

THIRD PARTIES FOR COMPANY INFORMATION

All inquiries for income or employment verification received by the company from an outside party regarding a present or former worksite employee must be directed to Human Resources.

No other manager or employee is authorized to release references for current or former employees. The company will disclose only the dates of employment and title of the last position held in response to reference or employment verification requests. If an employee authorizes disclosure in writing, the company will also provide the amount of salary or wage last earned.

3.3 – CODE OF ETHICS

PURPOSE

The Company has a responsibility to conduct its business in strict compliance with all applicable laws and regulations, and it is the company's policy to do so. The company therefore expects employees to act in accordance with the highest standards of business ethics both on and off company premises, to avoid any appearance of impropriety, and to observe all applicable laws and regulations while conducting business on the company's behalf.

You are expected to abide by the spirit as well as the letter of this code. You are also expected to cooperate with any inquiries or investigations concerning a possible or suspected violation of this code. Any employee's failure to fulfill his or her responsibilities under this code may result in disciplinary action.

POLICY

The Company is committed to conducting business in a fair and open manner within the spirit and letter of the law, with the highest regard for customers, the community, and employees. The Company's success depends not only on the knowledge, skills and abilities of employees, but also on sound judgment, self-discipline, common sense, and integrity. As such, all employees are required to maintain and uphold the following common ethical standards:

- To pursue company objectives in a manner that does not conflict with the integrity of the company or the public interest;
- To be truthful and accurate in all you say and do;
- To protect confidential information;
- To treat fellow employees with respect and dignity;
- To observe all laws, regulations, ordinances, and rules applicable to the operation of the business;
- To maintain honest and fair relationships with all company vendors;
- To ensure quality and value in the company's products/services and relationships with customers and vendors; and
- To avoid, during the course of your employment, any situations that may engender any conflict between the personal interests of employees and the business interests of the company, except to the extent the law permits otherwise.

CODE OF ETHICS

This Code of Ethics (the "Code"), is based upon the precept that the Company and its officers and employees owe a fiduciary duty to the public and customers to:

- Place the interests of the public and customers first at all times;
- Conduct their business and personal transactions in a manner so as to be consistent with this Code and to avoid any actual or potential conflict of interest or any abuse of such person's position of trust and responsibility;
- Maintain the confidentiality of proprietary information and trade secrets; and
- Maintain independence in the business decision making process.

This Code sets out the minimum standard of conduct the company believes is appropriate. If you are confronted with a potential or apparent conflict of interest, you should consult management for advice concerning the propriety of your actions and obtain prior approval, if required. All discussions will be treated as confidential.

DUTIES UNDER THE CODE

The Company and its employees have an affirmative duty of care, loyalty, honesty and good faith to act in the best interests of the company.

This Code has four basic requirements:

- That you comply with all applicable federal and state and municipal laws, regulations, and ordinances;
- That you avoid all conflicts of interest and fully disclose all material facts concerning any conflict that may arise with respect to your involvement with the company and any outside interest;
- That your conduct conforms to the ethical standards applicable to you set forth in the Code;
- That your personal relationships and transactions comply with the Code.

GENERAL PROHIBITIONS

Officers and employees of the Company may not:

- In connection with any contract, license transaction, business dealing or understanding;
 - Employ any device, scheme or artifice to defraud a customer, or the public in any manner;
 - Make any untrue statement of a material fact to the public or a customer or omit to state to the public or customer a material fact necessary in order to make a sale;
 - Engage in any act, practice or course of business that operates or would operate as a fraud or deceit upon the public or any customer;
 - Engage in any manipulative practice with respect to a customer or the public;

- Knowingly start or spread rumors in order to manipulate a customer; or
- Engage in any manipulative practice with respect to business transactions, including price manipulation;
- Use knowledge about pending or currently considered business transactions to profit personally, directly or indirectly, as a result of such transactions.
- Recommend, implement or consider any transaction for without disclosing any conflict of interest or material beneficial ownership, business or personal relationship or other material interest in the customer or its affiliates to management.
- Trade, either personally or on behalf of others, while in possession of material, nonpublic information or communicate material non-public information to others in violation of securities laws; or
- Fail to comply, or cause another person to fail to comply, with any provisions of the ICA of 1940, the Securities Act, the Exchange Act, the Sarbanes-Oxley Act of 2002, Title V of the Gramm-Leach-Bliley Act, any rules adopted by the SEC under any of these statutes, the Bank Secrecy Act and any rules adopted there under by the SEC or the Department of the Treasury.

All employees should adhere to the code of conduct and the duty of care, loyalty, honesty and good faith to act in the best interests of clients stated in this Code.

FOREIGN CORRUPT PRACTICES ACT All employees must comply with the Foreign Corrupt Practices Act of 1977 (“FCPA”). The FCPA makes it a criminal offense to pay, offer, or give anything of value to a foreign official, a foreign political party, or candidate for public office, for purposes of influencing the decisions of those officials, parties or candidates. Having someone else take such actions on your behalf is also a criminal offense under the FCPA.

A foreign official is broadly defined and can include employees of an instrumentality of a government, which can include any employee of a government owned company or sovereign wealth fund. Anything of value is also broadly defined and can include cash, gifts such as jewelry or perfume, or payment of expenses such as airfare, hotels or meals.

Additionally, the FCPA sets forth recordkeeping and accounting requirements that require a company to maintain records that accurately and fairly reflect all its commercial transactions. If a questionable payment is made, how a company recorded that payment in its books and records, and why the company’s internal controls did not stop the payment, will be subject to scrutiny.

Individuals responsible for improperly recording such payments can be charged under the FCPA. The FCPA is applicable to all U.S. persons and entities in all countries, regardless of any local customs or practices that might exist which may deem such payments, offers or gifts as acceptable or necessary in order to do business. A person in the U.S. can be charged under the FCPA for an action taken by a third party in a foreign country through approval of such act or misrepresenting the payment in the books and records of the company. Such person may never have been to the country where the act took place. Particular caution should be taken when dealing with agents, as the actions of an agent on behalf of a company could easily be interpreted as approved actions of the company or manager of the company, putting the company and/or the manager in violation of the FCPA.

Criminal penalties for violating the FCPA include:

- Company may be fined up to \$2,000,000.
- Officer, director, shareholder, employee or other agent of a company may be fined up to \$250,000 and imprisoned up to 5 years.

Given the complexity of the FCPA and the extent of the potential penalties, all employees are required to consult with, and obtain approval from, management or outside counsel prior to making any payment, offer or gift to a foreign official, party, candidate or anyone that might fall into any of the categories.

Additionally, whenever making any payment, offer or gift to a foreign official, party, candidate or anyone that might fall into any of the categories, the CFO must be informed. The CFO will maintain a log of all such instances for review by outside counsel and management.

3.4 – COMMUNICATIONS

OPEN DOOR POLICY

PURPOSE

The Company recognizes that its continued success depends on the development and fair treatment of all of its employees worldwide. To bring the best solutions to customers, the Company needs a work environment that encourages everyone to contribute their ideas, energy, and experience.

POLICY

All employees must support this diverse work environment. All employees are expected to strive to respect individuals and communicate with them openly, acknowledging their ideas, providing direct feedback, and valuing their contributions.

PRESS AND MEDIA POLICY PURPOSE

Employees are not to take it upon themselves to respond to a press inquiry, provide a vendor with a reference quote for a press release, or otherwise interact with the media without prior authorization.

POLICY

The Company request that all media-related interactions be referred to the Marketing Department. These requests may be for:

- An interview
- Information on a product, partnership, initiative or how the Company is doing (past, present or future)
- Endorsement, reference or a quote for a press release or news article
- “Inside information” on the Company or one of our partners
- Contact details or information on an employee

Requests may come from:

- A member of the press
- An industry analyst
- A company or partner preparing a press release
- A company, consultant or partner asking for participation in an informal meeting to discuss experience with their product

In accordance with this policy, do not respond to a press inquiry, provide a vendor with a reference quote for a press release, or otherwise interact with the media without prior authorization.

3.5 – WHISTLEBLOWING

PURPOSE

This policy creates a facility for employees of the Company to report, directly or confidentially and anonymously, complaints or concerns regarding the Company's accounting, internal accounting controls, auditing matters, suspected fraud, compliance with the law, ethical issues or conflicts of interest (collectively, "Complaints"). Any complaint may be reported to the Company's management.

This policy is not designed to address personnel or Human Resources-related problems, which should continue to be discussed directly with Human Resources.

PROCEDURES

While employees are encouraged to discuss complaints with their supervisor, or, if preferred, with his or her supervisor, or with anyone else in the Company's management, this policy provides a process for you to report any complaints, orally or in writing, to the President, General Counsel or CFO, where you believe appropriate action has not been and likely will not be taken by your supervisor.

You may choose to identify yourself or remain anonymous. If you wish to report any complaint on a confidential and anonymous basis, please mail the communication without including your name in the correspondence but, instead, prominently indicate on the communication that it is a "Confidential, Anonymous Submission - Attention President, General Counsel or CFO."

CONTENT OF COMPLAINTS

When making a complaint to the President, General Counsel or CFO, please:

- Identify whether it relates to the Company and how:
- State the specific nature of the complaint, including for example:
 - What it is
 - When it happened
 - Who was involved
 - How it occurred
 - Where it occurred
 - Why it occurred
- State what steps, if any, have been taken to address the complaint, and why you view those steps as inadequate; and
- Provide any documents that may be helpful to the investigation of the complaint.

NOTIFICATION AND INVESTIGATION OF COMPLAINTS

A supervisory employee or whomever a complaint is initially reported to should immediately notify the President, General Counsel, or CFO. The President, General Counsel, or CFO, or their designee, will oversee the investigation of all complaints on behalf of the Company.

The General Counsel will document and file such complaint received, including any action taken.

The Company will not take any retaliatory action against anyone for reporting a complaint. However, an employee will be subject to appropriate disciplinary action if s/he intentionally provides false or misleading information.

4.1 – CONTRACT RENEWAL / APPROVAL

PURPOSE

The guidelines are to ensure that the Company can comply with contracts and the interests of the Company are protected. It is important to remember that any vendor arrangement can be a contract.

POLICY

Agreement with Third Parties, including Service Providers, Third Party Product Providers and Providers and other Contractual Commitments of the Company

- An employee negotiates the business terms of the contract, such as, pricing, term, products and services provided, etc.
- Contract negotiator should provide Finance Department the draft contract to review and approve administration requirements, such as reporting frequencies, methods of reporting and information to be provided
- **All agreements must be signed by an officer of the Company**

License Agreements with Customers

- All license agreements should be approved by the Finance Department

4.2 – USE OF COMPANY ASSETS

POLICY

It is the policy of the Company to ensure that Company equipment, systems and services are properly used for business purposes. The Company recognizes the need for occasional personal use of Company equipment including, but not limited to, telephones, e-mail, fax machines, and copiers, but insists that such personal use be absolutely necessary and not interfere with production or work flow.

Providing and maintaining a safe work environment and instituting and following work practices to safeguard employees must be a primary consideration for all employees

EMPLOYEE RESPONSIBILITIES

- Employees must secure their desks or offices at the end of the day, including logging off the network and/or locking their keyboards. When away from the work area for an extended length of time, do not leave valuable and/or personal articles that may be accessible
- No company equipment should be removed from the physical confines of the Company, unless it is approved for a job that specifically requires use of company equipment outside the physical facility.

Theft of any company asset or personal property should be reported to your manager immediately.

4.3 – COPYRIGHT COMPLIANCE

PURPOSE

The Company believes in respecting and protecting the rights of intellectual property owners. This is not only a question of ethics, but also of law. Advances in electronic communication and technology, such as the Internet, have had a dramatic impact on the way the Company conducts business and have greatly facilitated our access to a wide range of information and media. As a result, the risk of copyright infringement, either intentional or accidental, is of increasing concern.

RELEVANT COPYRIGHT LAWS

Applicable Law

Copyright Act (Title 17 of the US Code) – Authorized in Article I of the U.S. Constitution, which states that Congress is allowed to pass legislation “to promote the Progress of Science and useful Arts by security for limited Times to Authors and Inventors the exclusive Right to their respective Writings and Discoveries.”

Digital Millennium Copyright Act of 1998 – This law provides recourse for owners of copyrighted materials who believe their rights have been infringed on the Internet.

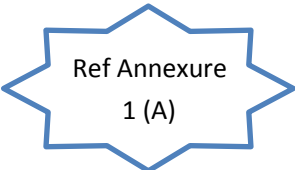
Berne Convention

The U.S. joined the Berne Convention, an international copyright treaty, in 1989. Since the Berne Convention does not require the author to place a formal copyright notice on his work, the U.S. no longer requires a copyright notice either. This means that even though a work does not contain a copyright notice, it should be considered copyrighted if it is fixed in a tangible medium (which includes software) unless you know for certain the work is in the public domain, i.e., is no longer under copyright protection or was never copyrighted.

Copyright Duration

Under current U.S. copyright law, if the author of the work is an individual, the copyright lasts for the life of the author plus 70 years. If the author is an employer or the commissioner of a work made for hire, the duration of the copyright is 95 years from the date of first publication or 120 years from the date the work was first created, whichever comes first.

The countries in the European Union extend copyright protection for the life of the author plus 70 years. Other countries that are also members of the Berne Convention extend copyright protection for the life of the author plus a minimum of 50 years.



Ref Annexure
1 (A)

COPYRIGHT POLICY

- The Company reserves the right to monitor the electronic and computer resources it provides to its employees and the content stored therein. The Company also reserves the right to remove, delete, modify, or otherwise disable access to any materials found or reasonably believed to infringe upon a third party's copyright.
- No employee of the Company may reproduce any copyrighted work in violation of the law. Works are protected by U.S. copyright law even if they were not produced in this country.
- If a work is copyrighted, you must seek out and receive express written permission of the copyright holder to reproduce the copyrighted work in order to avoid violation.
 - Copyrighted works include, but are not limited to: text (e.g. articles), images (e.g. photographs), graphics (e.g. logos), sound recordings (e.g. MP3s), video recordings (e.g. movies), and software programs.
 - The following materials are not considered copyrighted materials: ideas, facts, processes, methods, government works, and works in the public domain.
- For software programs licensed by the Company for use by its employees, refer to the license agreement to determine whether such programs may be duplicated. Adherence to licensing rules is mandatory.

REPORTING INSTANCES OF NONCOMPLIANCE

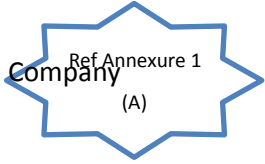
- Employees at the Company are encouraged to report all instances of actual or suspected copyright infringement. Employees who commit acts of infringement may be subject to disciplinary action; in addition to possible prosecution under applicable law.
- In compliance with applicable law, the Company will respond to all appropriate notices of copyright infringement. The Company may, under appropriate circumstances, remove and/or disable access to material claimed to be infringing upon the intellectual property rights of others.
- All claims of copyright infringement must be in writing and should be directed to Human Resources or Legal Counsel

5.1 – BASIS FOR DETERMINING PAY

POLICY

It is the Company's desire to pay employees wages or salaries that are competitive with other employers in the marketplace and in a way that will be motivational, fair, and equitable. The Company maintains a compensation structure that recognizes the level of skill, effort and responsibility of each position and ensures that the structure will enable the Company to hire, develop and retain its employees.

Compensation may vary based on roles and responsibilities, location, individual, and Company performance, and always in compliance with all applicable laws.



Ref Annexure 1
(A)

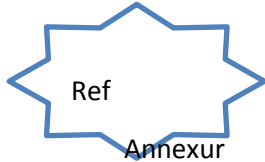
5.2 – ERROR IN PAY

POLICY

Every effort is made to avoid errors in your paycheck. If you believe an error has been made, or have any concerns regarding your pay, discuss these with your supervisor. They will take the necessary steps to research the problem and ensure that any corrections are made promptly and properly.

5.3 – OVERTIME PAY

POLICY



Ref
Annexure 1
(A)

The Company may require employees to work extra hours in addition to their regularly scheduled hours. In the event the Company requires employees to work additional hours, who are eligible to receive overtime pay, the employees will be compensated in accordance with their Employment Agreement, statutory legislation, or other wage-based local requirements.

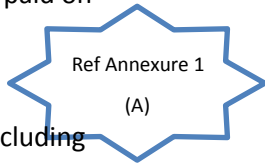
5.4 – PAY CYCLE

POLICY

The frequency of the Company's payroll distribution is based on the employee's employment status; and may be weekly, bi-weekly, semi-monthly or monthly based on the employee's location. In general and depending on the circumstance, when a payday falls on a weekend or holiday, employees will be paid on the day prior to the weekend or holiday.

Payroll Deductions

Deductions will be made from the employee's paycheck as required by local legislation (including federal, state/province, or local withholding taxes, the employee's portion of Social Security, retirement, pension fund or similar savings plan; as well as any garnishments, or any other deductions required by law) or, where applicable, as the employee requests contributions for Company programs.



Ref Annexure 1
(A)

In most cases, tax deductions are based on the number of withholdings an employee claims on the

payroll forms. Each employee is responsible for the accuracy of such payroll form and for updating withholding information when necessary.

5.5 – RECORDING TIME

POLICY

Your record of time worked is the only way we know how many hours the Company will pay you. Additionally, it is used so the Company can keep track of hours and days not worked. Your time record indicates the number of hours worked each day and the total number of hours for the week. Each employee is responsible for submitting their own time through the Company's time-tracking system.

5.6 – PERFORMANCE MANAGEMENT

PURPOSE

Performance management is an on-going process that strives to align individual employee performance to the Company's business objectives. The performance management process is intended to enable the employee and the manager to communicate the goals, expectations, and objectives for the upcoming year.

The performance management process is designed to assist each employee to get the best out of him or herself; and to make a significant contribution to the success of the Company.

POLICY

Performance Review

It is the expectation of management that all employees receive a performance review, minimally, once a year. The review should be formal, written, and be a thorough evaluation of the employee's performance during the period. After distribution and communication, the employee and supervisor will sign the review document, verifying that the review was delivered and received.

Performance Bonuses, Incentive and Compensation Plans

Bonus Plans, Incentive Plans and Compensation Plans (each, individually, a "Plan" and collectively, the "Plans") may be given to Company employees at the discretion of management. The Plans are designed to reward each Participant in proportion to his or her achievement of individual or management business objectives and/or the Company's success in achieving certain financial results relating to the particular division, business unit and/or product lines to which the Participant has contributed, as set forth in the respective Plan signed by the Participant and Company. The Plan is an annual program and could change from year to year.

Participation

Eligible full-time or part-time employees who receive a copy of a Plan addressed to him or her will be eligible to participate in the Plan (each, a "Participant"). Determination of all Plan measurements, achievements and payments shall be administered annually pursuant to the terms and conditions governing the Plans.

6.1 – Salary Structure & Benefits

Salary Structure :	
Provident Fund	12% of basic
Gratuity	As per Payment of Gratuity Act
Basic	40% of Annual Fixed Gross Salary
HRA	50% Basic
Conveyance	Rs 19200 per annum
Special Allowance	
Education	Rs. 2400 per annum
Domiciliary Medical Expense	Rs.15000
Leave Travel Allowance (LTA) %	8.33 % of Annual Fixed Gross Salary
Professional Tax -PT (INR)	Rs.200 (As per PT Act)
Benefits:	
Aptean Incentive Policy	As per Corporate Incentive Policy
Personal Accident Insurance Coverage	Rs.2000000
Family Medical Insurance Coverage	Rs.500000
Food Coupons Per Month	Rs. 1100/ Rs. 2200
Wedding gifts	Gift vouchers
New born baby gifts	Gift vouchers
Professional Expense Policy	Tax Saving benefits (As per IT Act)

6.2 - FORMER EMPLOYEES

POLICY

Depending on the circumstances, the Company may consider a former employee for re-employment. Such applicants are subject to the Company's usual pre-employment procedures

If an employee has worked for the Company for at least a year, has left employment at the Company and then returned within a year of having left, that employee would be eligible to continue their benefits at the level they enjoyed them at, at the time they left employment with the Company.

However, in the event that a former employee had previously worked for the Company for less than a year and then returns, or if a former employee returns to the Company more than a year after they had left, that employee will not receive credit for their past service. Any employee who leaves the Company, and participates in severance, will not receive credit for past service at any point if they return to the Company.

7.1 – SMOKING, DRUGS AND ALCOHOL

POLICY

Smoking

Recognizing the well-documented adverse health effects of using tobacco products, and in keeping with the Company's desire to protect the health of its employees, temporary staff, visitors, and the public in general, it is the Company's policy to provide a tobacco-free environment to the maximum extent possible. Therefore, specifically smoking and the smoke-less use of tobacco products is prohibited within all areas of the Company's building that are used by employees in common.

Employees who meet visitors from outside the Company on the Company's premises are required to explain the tobacco free policy and ensure that such visitors comply with the policy whilst on Company premises.

As legislation is enacted, the Company's facilities throughout the world will implement smoke-free policies.

Drugs and Alcohol

It is a violation of Company policy to use, possess, sell, buy, manufacture, distribute, dispense, transport, trade, offer for sale, or offer to buy illegal drugs or other controlled substances, without the express authorization of a duly certified medical professional (i.e., under a physician's care) (or paraphernalia associated with such prohibited substances), or otherwise engage in the use of such substances on Company premises, during working hours, while traveling in Company vehicles, while on Company business at a job site, or while otherwise on the job in any capacity.

It is a violation of Company policy for you to report to work or work events under the influence of or while impaired by illegal drugs, alcohol or other controlled substances, or to report to work or work while possessing in the employee's body, blood or urine, any detectable amount of such substances.

The use or possession of alcohol by Company employees while on Company business or on Company premises is also prohibited, unless authorized by management. Employees also are prohibited from reporting to work while under the influence of alcohol or unauthorized or illegal drugs, narcotics or controlled substances.

Employees who are under a doctor's care, taking a legally prescribed drug, controlled substance, or otherwise following a prescribed medical regimen are instructed to discuss the nature of their work with their physician to determine if the company should be notified of any medical restriction, limitation or caution that should be noted in regards to the employees ability to perform their job under the conditions, environment, and demands of such job. The company likewise retains the right to require medical certification of any employee's ability to perform the normal job requirements of any assignment.

7.2 – WORKPLACE SAFETY AND SECURITY

POLICY

The safety and health of employees is a priority. The Company makes every effort to comply with all statutory and local workplace safety requirements. Providing and maintaining a safe work environment and instituting and following work practices to safeguard employees must be a primary consideration for all employees. Each employee is expected to obey safety rules and exercise caution and common sense in all work activities.

The Company has a zero tolerance policy for workplace violence. Consistent with this policy, acts or threats of physical violence, including intimidation, harassment, and/or coercion, that involve or affect the Company or that occur on Company or client property, will not be tolerated and will result in disciplinary action.

HEALTH-RELATED ISSUES

Employees who become aware of any health-related issue that could affect the workplace should notify their supervisor as soon as possible.

Employees must report all work-related injuries and accidents immediately to their supervisor. Employees injured while working for the Company but at another site (e.g., home-based employees, while traveling, at a customer's site) must also immediately report the circumstances to their supervisor.

SECURITY-RELATED ISSUES

All employees are responsible for their own safety, as well as that of others in the work environment. Employees must be safety-conscious at all times. If, on Company premises, be aware of persons loitering for no apparent reason in or around buildings or parking area, and report any suspicious persons or activities immediately.

Firearms, weapons, and other dangerous or hazardous devices or substances are prohibited from the Company's premises. Conduct that threatens, intimidates, or coerces another employee, a customer, or a member of the public will not be tolerated. All threats of, or actual violence, both direct and indirect, should be reported as soon as possible to any member of management.

EMERGENCY PROCEDURES

Employees must familiarize themselves with the layout of the building and the exits, and should ascertain the nearest exits to their work place, as well as the location of assembly points. The designated fire warden will establish assembly points, in addition to posting evacuation plans and emergency phone numbers, throughout the office. This information will be promulgated throughout the facility for the direction and protection of the workforce. When so directed, all employees must obey lawful instruction of the fire warden.

Ref Annexure 1

(A)

8.1 –PAID TIME OFF (PTO)

Aptean understands your need to take some time off from work to meet social, domestic and personal needs. This guideline specifies situations under which you become eligible for different types of leaves and state the rules and procedures for availing them and also to ensure that you use the leave benefits prudently and judiciously.

This policy is applicable to all employees which means regular/permanent employee of Aptean including a probationer, but excluding contractors, interns, or fixed time contractual employee.

To avail any type of leave mentioned below, you need to submit a leave request to your reporting manager specifying the type and duration of the leave using Leave Management Tool. Due approvals must be obtained before you become eligible to use any type of leave. An act of proceeding on leave without approval will be treated as an act of misconduct and you will be liable to disciplinary action, if deemed necessary. Some types of leave may be considered unpaid and benefits “inactive” and these conditions are outlined below.

You need to update your leave on the Leave Management System. The type of leave used should be clearly stated. The manager’s approval is necessary for you to avail any type of leave.

Leave Types

Earned Leave

Earned leave is meant for use for vacations, time off to visit your native or personal engagements exceeding 3 days. Full time employees will be eligible to accrue annual earned leave of 15 working days for each calendar year of service. The accrual rate for earned leaves is 1.25 days per month. If you join midyear, the accrual is on a pro-rata basis and will start from the month of joining.

- Carry forward leave - You are encouraged to use your earned leaves for regular vacations every year. The maximum number of accrued earned leaves is 30 days. You can accrue a maximum of 30 days of earned leave at any point in time in a year. Any leave accrued beyond 30 will lapse.
- Encashment - Encashment of the earned leave balance is possible only at the time of your separation/termination from employment with Aptean.
- You do not accrue earned leave for those days on which you are on Loss of Pay.

Sick-cum-Casual leave

Sick-cum-Casual leave is meant for use either for sickness or for casual engagements not exceeding 3 days. Casual cum Sick leave can't be used when you need time off more than 3 days except for illness. Full time employees are entitled to 12 work days of sick-cum-casual leave which does not include weekends/holidays. The 12 sick cum casual leaves are given in bulk at the start of each calendar year which could be used either in groups or altogether at any point in the year. However, it may please be noted that the leave so applied has to be approved by your manager for your eligibility to avail such leave.

If you join midyear, Sick leave shall be computed on pro-rata Basis.

Sick cum casual leave cannot be carried forward and will lapse at the end of each year. Under no circumstances will Sick-cum casual leave be eligible for encashment.

Please note sick cum casual leave will not be carried forward to next year.

If you use more earned leaves and sick-cum-casual leave then what you have accrued, then these extra days will be considered as "Loss of Pay." If your leave is not approved by your manager, it will be considered as "Loss of Pay" and is calculated for calendar days not working days.

Bereavement/Funeral Leave

The company understands the need for you to be with family in case of unfortunate incidents of death of a family member and the benefit extended for this is Bereavement/Funeral Leave. You are eligible for up to 3 days with pay of Bereavement/Funeral Leave. Bereavement leave cannot be encashed or deferred.

Immediate family for this policy could mean parents, Spouse / Significant Other, child, sibling, grandparent, grandchild, parent-in-law, sister-/brother-in-law, daughter-/son-in-law and legal sibling and guardianship of a family member.

Maternity Leave

As per the Statutory labor law.

Paternity Leave

You are eligible for up to 4 days with pay of Paternity Leave. Paternity leave cannot be encashed or deferred.

Compensatory Leave

In order to meet certain important business needs, there may be events when you are expected work on weekends or national holidays. To compensate and help you relax, the benefit of compensatory off may be granted. Awarding this leave depends on the sole discretion of the manager. This leave is not an entitlement and it is mandatory to keep HR informed. This is a need-based benefit and cannot be deferred, encashed or accumulated. Compensatory leave has to be availed of within one month in consultation and approval from the manager.

Company declare Holidays

In accordance with local legislation, eligible employees are entitled to 12 paid holiday days off. The paid holidays include fixed holiday days (9 days) and optional holiday days (3 days).

Floating Holidays

3days of Floating holidays can be used to take a holiday off when need be (i.e. for religious observations and to tack on to an existing holiday). The optional days can be used at any time for festive reason, as long as there is advanced approval from a supervisor.

Work from Home

The guideline is that “Work from Home” is by exception. This will be extended to an employee after the manager makes a recommendation, based on genuine need and the functional Head approval.

This facility is subject to the following conditions:

1. Every employee becomes eligible to utilize 12 days of “work-from-home” option after he/she completes one year of service at Aptean.
2. 12 days are allotted at the beginning of the calendar year and this cannot be carried forward.
3. This benefit comes into force under scenarios like.
 - a. Child care
 - b. Domiciliary family care (family means Parents, spouse, siblings, in-laws)
 - c. Running personal errands such as being present at home to supervise the plumber/electrician
4. While we respect employees’ time being devoted to family, we expect them to remain committed to deliverables allocated by their managers and mandatorily maintain timesheet entry in OpenAir.
5. While working from home, employee has to maintain regular contact with the office, be online and available over telephone & email and also participate in all meetings.
6. Company will enable VPN connection and it is the responsibility of the employee to have internet connection.
7. For availing this benefit, employees have to take prior approval from managers through OpenAir.

Please note that work from home option is not a substitute for leave.

Prior approval by Manager/ Functional Head is prerequisites for any such exemption.

Eligible on completing 1 year anniversary.

9.1 – DISCIPLINARY ACTION

PURPOSE

The Company maintains a disciplinary process so that employees understand that certain conduct or unsatisfactory performance is considered unacceptable and will result in disciplinary action up to termination of employment. This process also provides a fair and reasonable opportunity for the employee to take corrective measures.

PROCEDURE

The Company may choose to exercise its discretion to use forms of discipline up to and including dismissal, depending on the circumstances. The employee’s supervisor is the sole determiner for actions taken in response to any misconduct. The Company may or may not adhere to a "progressive" series of performance management or disciplinary actions. The Company has the discretion to use whatever form of corrective action it believes is appropriate under the circumstances.

An employee may submit a written response to any disciplinary action covered by this policy. The response will be placed in the employee's human resource file.

Ref Annexure 1

(A)

9.2 – HARASSMENT

PURPOSE

To ensure all employees of the Company an environment that is free from harassment of any kind and to define the policy of Company, with regard to workplace harassment.

POLICY

To promote a productive work environment, the Company will not tolerate verbal or physical conduct by any employee that harasses, disrupts, or interferes with another's work performance or that creates an intimidating, offensive, or hostile environment. The Company prohibits any form of harassment by employees, co-workers, managers and executives. Such action is viewed as extremely serious misconduct and will result in disciplinary action up to and including termination.

Harassment is any unwelcome action that offends, humiliates insults, belittles, or degrades a person, and/or creates a hostile work environment, and/or threatens or insinuates, either explicitly or implicitly, that an employee's willingness or refusal to submit to sexual advances will affect the employee's terms or conditions of employment. Harassment in any form – sexual, physical, psychological, verbal or written is strictly prohibited.

Employees are expected to maintain a productive work environment, which is free from harassing or disruptive activity. No form of harassment will be tolerated, including harassment for the following reasons: race, national origin, religion, disability, pregnancy, age, military status, sex, sexual orientation, marital status, family status, financial status, or citizenship.

This policy extends to each and every level of the Company's operations. Accordingly, harassment, whether by a fellow employee, manager, supervisor or non-employee doing business with the Company, will not be tolerated. In furtherance of the Company's policy to provide each of you with a work environment free from harassment, the Company requires that each of its supervisors and managers be responsible for the prevention and elimination of all forms of harassment within their respective departments.

INAPPROPRIATE BEHAVIOR

Inappropriate behavior includes but is not limited to the following:

- Physical or verbal abuse
- Insults or taunting
- Threatening statements or behavior
- Inappropriate or unwanted physical contact or conduct of any kind, including sexual flirtations, touching, advances, or propositions
- Sexually oriented or inappropriate comments about an employee's body and/or attire
- Unwelcome and unsolicited sexual advances
- Verbal harassment of a derogatory, inappropriate or sexual nature, such as slurs, epithets, lewd comments, sexual jokes or references, and offensive personal references
- Demeaning, insulting, intimidating, or sexually suggestive comments about an individual's personal appearance including suggestive looks and/or gestures
- The display in the workplace of demeaning, insulting, intimidating, or sexually suggestive objects, pictures, or photographs including pornographic or sexually explicit pictures
- Demeaning, insulting, intimidating, or sexually suggestive written, recorded, or electronically transmitted messages
- Any sexual advance or threat of refusal of a sexual advance, used as a condition of employment or affecting decisions regarding hiring, promotion, performance or compensation

REPORTING PROCEDURES

The following procedure is established to provide an effective and acceptable means for employees to bring incidents and/or complaints of harassment to the attention of Management.

1. If possible, notify the individual that the behavior is offensive and unwelcome
2. Keep written records of events including dates, times, specific details and witnesses to the incidents.
3. Report the incident and/or complaint to one of the following (preferably within forty-eight (48) hours after the incident occurred):
 - a. Your immediate supervisor
 - b. Your supervisor's manager
 - c. Human Resources
4. In all cases, the Director of Human Resources will be promptly notified of the situation.

IF IT IS DIFFICULT OR UNCOMFORTABLE FOR THE EMPLOYEE TO DISCUSS SUCH A MATTER WITH HIS/HER SUPERVISOR OR MANAGER (OR IF THE HARASSMENT INVOLVES THE SUPERVISOR OR MANAGER), THE EMPLOYEE SHOULD REPORT THE INCIDENT TO THE NEXT HIGHEST LEVEL OF MANAGEMENT OR TO HUMAN RESOURCES.

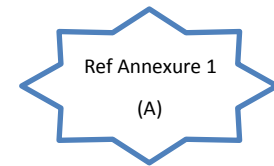
It is understood that any employee who elects to report an incident and/or complaint will be treated courteously and that the investigation will be handled confidentially at all times.

All complaints of harassment will be investigated promptly and in as impartial manner as possible. Employees are required to cooperate in any investigation. To the extent possible, a timely resolution of each complaint should be reached and communicated to the parties involved.

PROTECTION AGAINST RETALIATION

Retaliatory action against anyone filing a complaint of any type of discrimination, including harassment, is strictly prohibited and may be unlawful. This includes retaliation against employees involved with the investigation of a complaint. Retaliation in any form is a violation of this policy and will result in disciplinary action up to and including termination.

9.3 – TERMINATION / RESIGNATION



PURPOSE

All “at-will employment relationships” may be terminated by the employee or the company, at any time, for any reason, with or without cause or notice. It is the Company’s policy to handle employee terminations in a fair, equitable, and consistent manner.

GENERAL TERMINATION PROCEDURES:

As soon as it is determined that an employee’s employment with the company will be terminated, the employee’s supervisor should notify Human Resources. Timely completion of the termination notice is essential to ensure that the employee receives his/her final pay in a timely manner and returns all Company property before the termination date. At the time of notification, Human Resources will schedule an exit interview.

- In cases where an employee is absent for two (2) consecutive work days without notifying his/her manager, will be considered a voluntary resignation and job abandonment. The employee will be notified of his or her termination via mail.
- In the event of the death of an employee, Human Resources must be notified immediately. Human Resources or its designee will notify the beneficiary regarding life insurance, medical, dental and other benefits, as appropriate.

PROPER NOTICE PERIOD

Although employees may terminate the employment relationship at any time, employees are requested to give their manager a minimum of two (2) month advance notice of their intent to terminate.

Inadequate notice should be reflected on the termination record in the comments section. The manager should consider the employee's failure to give proper notice when making recommendations on an employee's eligibility for rehire.

Occasionally, there may be situations where an employee gives proper notice of intent to terminate, but after a discussion with management and human resources, it is determined in the best interests of the Company to have the employee terminate immediately, in which case, the employee will receive pay for actual days worked up and to the termination date.

TERMINATION DATE

The employee’s termination date is the last day the employee worked or as otherwise set by the Company. Employees may not terminate on a vacation day, holiday, sick day or other closure.

FINAL PAY CHECKS

Terminated employees will receive their final paycheck in the next regularly scheduled pay period, unless local legislation requires earlier payment; in which case, it will be paid pursuant to statutory requirement.

9.4 – EXIT INTERVIEWS

POLICY

In instances where an employee voluntarily leaves the Company, Management would like to discuss the reasons for leaving and any other impressions that the employee may have about the Company. If an employee decides to leave, they will be asked to grant Human Resources the privilege of an exit interview.

During the exit interview, employees can express themselves freely. It is hoped that the exit interview can provide insights into any possible improvements the Company can make, as well as alert Management to any problems or issues the employee may know about. All information will be kept strictly confidential.

9.5 - REFERENCES

POLICY

The Company will respond to requests for employment verification which are written on the requesting company letterhead. This policy has been established to be responsive to the former employee while ensures that the Company responds to legitimate requests for information.

As an employee, do not, under any circumstances, respond to any requests for information regarding another employee. If you receive such a request, you should forward it to Human Resources. Employees are free to provide personal references for former employees, but must represent that they are writing the reference only on behalf of themselves, and not on behalf of the Company.

Annexure 1 (a):**Applicability of Apteian Employee Handbook to India Context:**

The information below will help you to relate the policy guidelines in the Apteian Employee Handbook to our working environment in India. The information is based on local statutory requirements and customary practices and hence to be read along with the respective legislations or base policies as may be prevailing. The effective date will be as mentioned against various policies below and will apply prospectively:

Section in Apteian Employee Handbook	Topic of reference	As Applicable in India
1.1	At will employment	- At will employment is applicable only for those with whom the company had specifically signed a separate Employment Agreement; in all other cases, the terms and conditions of employment mentioned in the offer / appointment letter will be applicable
1.7	Employment definitions / classification	- As per terms and conditions of employment mentioned in the offer / appointment letter
2.1	Hours of work	- The standard working hours are mentioned in the offer / appointment letter and/or displayed on notice board in accordance with the local laws and those need to be adhered to
4.3	Copyright compliance	- In addition to the terms mentioned in the Apteian Employee Handbook, the relevant local laws will also be applicable.
5.1	Basis of determining pay	- In addition to the terms mentioned in the Apteian Employee Handbook, the relevant local laws will also be applicable to the extent that we need to structure the pay in accordance with the local laws.
5.3	Overtime pay	- In addition to the terms mentioned in the Apteian Employee Handbook, the relevant local laws will also be applicable.
5.4	Pay cycle	- In addition to the terms mentioned in the Apteian Employee Handbook, the relevant local laws will also be applicable.
6.0	Benefits	- Please refer Annexure 1 (b)

6.2	Former employees	- In addition to the terms mentioned in the Apteau Employee Handbook, the relevant local laws / terms of employment as mentioned in the offer / appointment letter / agreement signed with the company , will also be applicable
7.2	Workplace Safety	<p>- In addition to the terms mentioned in the Apteau Employee Handbook, the relevant local laws will also be applicable.</p> <p>-</p>

Annexure 1 (b)

1. Incentives, Bonuses, Commissions :

<u>Benefits</u>	<u>Aptean</u>
Sales Team Bonus, Commissions, Reimbursements	As per corporate policy
Aptean Incentive Policy	As per corporate policy (available in Aptean Insider)
Support Team Bonuses	As per corporate policy
Joining Bonuses	On case to case basis
Notice Pay Buyout	On case to case basis
Employee Referral Payments	As per corporate policy
Relocation from other cities in India at the time of joining	One month base salary or Maximum of INR 75000/- (which ever the amount is lower). This is subject to production of bills and prior approval
Post offer acceptance	Welcome Gift

2. Employee Rewards, Welfare and Engagement Initiatives:

<u>Initiatives / Award / Event</u>	<u>Aptean</u>
GEM Award	Certificate and Gift/Voucher ; objective criteria and limits to be decided
AVIA (Global Award)	Quarterly program. Winner will be awarded with Certificate, Trophy and cash award of USD 250. Criteria – as per Corporate policy
International per diem	As per corporate policy announced from time-to-time
Cab	For female employees after 8 pm and in accordance with statutory regulations
Food allowance	Up to Rs 250 per lunch / dinner for Holiday Work / Extended Hours
Annual Company outing	Conducted by Employee Engagement Group
Team lunch / outings	To be continued ; detailed guidelines to be issued by respective Functional Leads
Company goodies	To be continued
Get well soon flowers	To be continued
Fun events / Clubs / National & Regional Festival Celebration	Conducted by Employee Engagement Group

3.Dress and Appearance

First impressions are an important part of the view that our customers, business associates, and potential employees make of our Employees', and the Company's, quality and worthiness. Ensuring that our first impression conveys the appropriate Company image is a critical part of our dress and appearance policy. Aptean supports casual professional work attire. The goal is to allow all of us to be comfortable but at the same time recognize that this is not inconsistent with representing ourselves as professionals. Casual professional attire demonstrates a professional, business-like image while maintaining the comfort and advantages of casual dress. While Aptean has not adopted any formal requirements on what employees are expected to wear, the following is a sample list of what may be considered appropriate business casual attire:

The suggested attire descriptions for Bangalore Office could be as follows:

- **Dress Code for Men: Monday to Friday:**
 - Business formal or Business casuals
 - Formal pair of Jeans. No funky jeans with carpenter pockets, Loops or Chains. Avoid jeans with holes or tears.
 - T Shirt with collar. No Polo neck T Shirts.
 - Foot wear: Only Shoes - either leather or casual sports shoes - avoid slip-ons and *chappal* (used at home).
 - During Customer Visits, Business Meets, exercise business casuals or business formals.
- **Dress code for Women: Monday to Friday:**
 - Indian formals - *Salwar Kameez, Kurti, Saree* etc. ;
 - Western formals-Business Suits, Pants, Skirts, Formal Tops/Shirts, etc.
 - Formal pair of Jeans. No Funky jeans like Carpenter Pockets, Loops or Chains. Avoid jeans with holes or tears.
 - T-Shirt s, Formal Tops (No Polo neck T Shirts)
 - Foot wear: Appropriate footwear - avoid slip-ons and *chappal* (for bathroom).
 - During Customer Visits, Business Meets, exercise formals.