



Code of Business Conduct and Ethics

UPWRDZ has adopted the following code of business conduct and Ethics (" Code ") for Advisor, Directors, Employees Datanet Techno Solutions Pvt Ltd (the "Company") and its divisions and subsidiaries . This Code is intended to focus on areas of ethical risk, provide guidance , deal with ethical issues , provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability .

POLICY

This Policy is to bring to people's attention the high legal and ethical standards expected from all the advisors, directors , employees of company.

RESPONSIBILITY

All advisors, directors, employees of company are responsible for the implementation of this policy .

CONFLICT OF INTEREST

All advisors, directors, employees of company have a duty of loyalty to the company and must therefore avoid any actual or apparent conflict of interest with the company . A conflict of interest exists whenever an individual's private interests interfere or conflict in any way with the interests of the company as a whole .

This Code does not attempt to describe all possible conflicts of interest which could develop . Some of the more common conflicts are as follows :

- Compensation from Non-Company Sources : Advisors, directors , employees may not accept compensation in any form , for services performed for the company from any source other than the Company .
- Relationship of Company with Third Parties : Advisors, Directors , Employees may not engage in any conduct or activities that are inconsistent with the company's best interests or impair the company's relationship with any person or entity with which the company has or proposes to enter into a business or contractual relationship .
- Gifts : Advisors, Directors, Employees and members of their respective families may not offer , give or receive gifts from persons or entities who deal with the company in those cases where any such gift is being made in order to influence such person's actions or where acceptance of the gift could create the appearance of a conflict of interest .

CORPORATE OPPORTUNITY

Advisors, directors , employees owe a duty to the company to advance its legitimate interests when the opportunity to do so arises . Advisors, directors , employees are prohibited from (a) taking for themselves personally opportunities that properly belong to the company or are discovered through the use of corporate property , information or position . (b) using corporate property , information or position for personal gains ; (c) competing with the company .

CONFIDENTIALITY

Advisors, employees , directors of the company must maintain the confidentiality of confidential information entrusted to them by the company or its suppliers or customers , except when disclosure is



required by law, regulations or legal proceedings . Confidential information includes all non- public information that might be of use to competitors of the company or harmful to the company or its customers , if disclosed .

FAIR DEALING

Each employee, advisor and director shall endeavor to deal fairly with the Company's customers, suppliers, competitors, directors, advisors and employees. None shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, advisors and directors shall protect the Company's assets and ensure their efficient use. Theft, loss, misuse, carelessness, and waste of assets have a direct impact on the Company's profitability. All Company assets shall be used for legitimate business purposes. The personal use of Company assets without permission is prohibited.

COMPLIANCE WITH LAWS,RULES AND REGULATIONS

All employees, advisors and directors of the Company shall respect and comply with all of the laws, rules and regulations applicable to the Company. This Code does not summarize all laws, rules and regulations applicable to the Company and its employees, advisors and directors.

DOCUMENT RETENTION

Directors, advisors and employees are expected to become familiar with the Company's policies regarding records retention applicable to them. Records shall always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of a subpoena, or a pending, imminent or contemplated litigation or governmental investigation, records should not be destroyed.

PENALTIES FOR FAILURE TO COMPLY

Adherence to this Code of Conduct is a condition of employment. Any advisor or director who ignores or violates this Code will be subject to disciplinary action by the Company as is appropriate under the circumstances, up to and including immediate dismissal.

PLEASE SIGN AND DATE BELOW ACKNOWLEDGING THAT YOU HAVE RECEIVED A COPY OF THE CODE OF CONDUCT AND ETHICS, READ , UNDERSTAND AND AGREE TO ADHERE TO ITS CONDITIONS.

SIGNATURE :

NAME :

DATE OF EXECUTION :