



Code of Conduct

For

Datametica Solutions Private Limited

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Introduction

The Code defines the expectations of Datametica from its people and all those that they deal with in the work place. The Code sets forth the guiding principles by which its employees conduct business with its Clients, vendors, and with each other. The Code outlines the expected ethical standards of conduct and behaviour and the processes that will enable this to be maintained and act as a reference for every employee on what to do, how to do and importantly what not to do.

The Code acts as a guiding principle but cannot envisage every situation or action; neither can it cover every regulation and law that is applicable to individuals at a given time. Moreover, in the modern connected and digital world, new issues emerge and it is up to every individual to exercise their judgment before taking action on a matter. When in doubt, please seek advice to protect your individual reputation and integrity and that of the company.

Serving Our Clients

Datametica's success is largely dependent on building strong, lasting relationships with its Clients. Datametica is committed to providing best-in-class client service, while promoting open, honest communication at all levels.

Compliance

Datametica proactively promotes compliance with internal policies and procedures, as well as applicable laws and regulations. Datametica expects all associates (full-time permanent, contractors/retainers) or to understand, respect, and comply with them as they apply to each employee in their position with Datametica.

Conduct and behaviour at the Workplace

To ensure orderly operations and provide the best possible work environment, we expect employees to follow certain conduct and ethics that will protect the interests and safety of all employees and the organization. If any employee is found responsible for any of the following acts, appropriate actions will be taken.

- Misusing, destroying or damaging property of the Company or a fellow employee
- Forgery or alteration of documents, Giving false information regarding personal, professional details, during submission of claims and investment proof, etc
- Misappropriation or misuse of Company resources, such as funds, supplies or other assets
- Theft, fraud, or dishonesty in connection with the employer's business or property
- Willful insubordination or disobedience of seniors
- Disorderly or indecent behaviors while on duty at the place of work
- Habitual neglect of work and indiscipline
- Habitual late attendance and habitual absence without sufficient cause
- Leaving work without permission or sufficient reason

- Disclosing any confidential company information to any unauthorized person
- Altering or falsifying any Company records
- Misuse of telephone, frequent use of mobile phones during working hours
- Violation of Company Policies
- Authorizing or receiving compensation for goods not received or services not rendered.
- Authorizing or receiving compensation for hours / days not worked

Fraud

Fraud, by act or conduct is a deliberate concealment of what should have been disclosed or misrepresentation of a fact to deceive or cheat to obtain an advantage or cause loss or damage to the company.

As an employee, you must

- Be honest in all your dealings with the company and Business Associates. You are prohibited from wilfully providing incorrect information or concealing relevant data
- Report promptly any instance of fraud or threat of fraud to your direct reporting manager or the internal audit department
- Not appropriate company property, funds or any item of value that belongs to the company nor claim reimbursements that you are not entitled
- Not alter or forge cheques, financial records or company data

Harassment free and congenial workplace

Harassment means and includes

- Unwanted and unacceptable behaviour by an employee towards an employee or any other person connected with the work place whether such acts take place outside or in the office premises.
- Words, action or conduct that is verbal, in writing and through any means including social media and includes abuse, threat or harm
- Making inappropriate jokes, using foul language, circulating or displaying offensive materials
- Directed at an individual or across the spectrum to create a hostile environment that is intimidating, insulting or offensive and may create fear
- Related to gender, race, religion, belief or any difference
- Repeated acts or a single instance of wrongful conduct
- Sexual harassment. Sexual harassment is governed by the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act") and the company's policy.

DM employee or anyone associated with DM must

- Never indulge in any form of harassment that may result in interfering with an individual's performance or confidence
- Never exclude/ boycott a person from office related social activities or team work without just cause; this may also constitute harassment
- Be sensitive to the sentiments and cultural milieu at the work place
- Never be a silent spectator to any form of harassment even if you are not the target but report the matter to your concerned Authorized. Your identity and complaint will be kept confidential and you will be protected from any form of harassment or abuse for reporting a complaint
- Co-operate with an investigation and tell the truth even if you are not the complainant but are aware of the matter

All complaints will be investigated and action taken ranging from warnings to dismissal. The company is committed to ensuring a safe and harassment free work place and all acts of harassment (real or threatened) with utmost seriousness. A harmonious atmosphere is necessary for every individual to be productive at work based on mutual respect and dignity. Consequences for harassment are severe and are likely to lead to immediate termination besides other consequences that are penal in nature.

Fair practices and avoiding conflicts of interest

For the employer

The company aims to provide equal access to opportunity and fairness in dealings with all employees by enabling an inclusive culture that encourages diversity.

Towards this objective

- Decisions relating to recruitment, training, promotions and opportunities for career growth will be based only on merit: a person's qualifications, experience and accomplishments and no other criteria
- Remuneration and roles will be based only on experience and talent
- Performance will also be judged on objective criteria and defined goals
- There will be no discrimination on the basis of colour, caste, religion, ethnicity, marital or family status or any other characteristic that has no bearing on work.

For the employee

The company requires an employee to be fair, honest and objective in all its actions and decisions and avoid any matter that may lead to a conflict between the interests of the company and the employee.

An employee shall not misuse his/ her position in the company for personal gain. The following conflicts of interest are prohibited for an employee of the company:

- Engaging directly or through a relative in an entity that has a business relationship with the company or offers services/ products to the company
- Having a financial or strategic interest in an entity that has business relations with the company
- Serving on the Board of a company without prior approval

- Providing services/ products to an entity that is a competitor to the company
- Misusing company's resources or name to promote an external activity even if for a charitable cause and done for free
- Influencing even if indirectly a business transaction in which a relative or a friend is involved, particularly when in a leadership position
- Obtaining favours, discounts or special privileges from an entity or person who has the potential or intent to engage in a business relationship with the company.
- All potential conflicts of interest need to be reported promptly in advance and approval obtained

Gifts and entertainment

- In general, it is not acceptable for employees to exchange gifts with business partners since this may imply influence or the potential to influence a decision in favour of the employee/company and compromise objectivity in decision making.
- However, the company recognises that it is customary to receive and give nominal gifts to our business partners and colleagues on special occasions like marriages, celebrations etc as long as such gift is within the norms of the company's gift policy and is not meant to influence decision making in any manner. Likewise, entertainment incidental to normal course of business that is not excessive is also permitted.
- Gifts or honorariums received in recognition of a professional contribution made by an employee like a training program or workshop or a competition is allowed as are nominal gifts on cessation of employment or transfer.
- It is also important to understand and comply with the gift policy of the recipient if you are giving a gift to a potential or actual business partner.

Dealing with Others

Government agencies

Dealing with government, you must

- Ensure that the highest standards of business conduct are followed
- Contact or engage with the relevant government agency only if authorized to do so on behalf of the company
- If in doubt, escalate the matter to your seniors, do not attempt to resolve on your own
- When seeking resolution or clarification of various legal issues, ensure all engagements must be in line with normal business conduct and based on merit
- Be careful to provide accurate and complete data when information or documents relating to the company are sought
- Co-operate fully and courteously with officials who are authorized to investigate or inquire or seek information or data
- Retain and preserve all relevant information and data for reporting, compliance or investigation

Do not

- Attempt to exert undue influence to obtain a favourable decision
- Knowingly destroy, alter, conceal any records or data in physical/ electronic form
- Obstruct directly or otherwise access to information or records that are sought
- Provide false or misleading information or create false data or records

Political and religious affiliations

- The company respects the right of every employee to have political and religious beliefs and affiliations that are legal and permitted by law. However, all political and religious issues are personal in nature and cannot be done in office time, on office premises or involve office colleagues.

You must not:

- Use company's time, money or resources to support or encourage political activities
- Solicit contributions for any religious or political activity or conduct any such activity in the office premises. However, offices may celebrate a few well known festivals like Christmas, Diwali etc or in which all employees are invited to participate.
- Contribute company funds for any political purpose
- Undertake or participate in any political or religious propaganda within the office premises
- Join or be a member of any banned or extremist outfit

Clients and Partners

When dealing with clients, you must

- Be responsive and polite in all your dealings and discussions; never raise your voice or abuse a customer even if he/ she does not have a valid complaint.
- Represent fairly and correctly the available information; do not exaggerate the quality, features and availability of a product or service
- Endeavour to understand the issue from the customer's perspective and try to provide solutions
- Never provide misleading or false assurances or information at any time
- Never share confidential and personal information of the customer with any person unless legally required
- The company values its relationship with all Partners and Business Associates and acknowledges their contribution to its success and growth. It aims to create an equitable and conducive atmosphere for doing business with the company.

Media and communications

- All external communication regarding any information relating to the company may be done only by authorized persons. No other person is allowed to speak with or disseminate information or provide views about the company with external parties.

- Do not disclose or discuss even in a casual manner any information, particularly financial or performance related information about the company with your friends or relatives or any third party.
- The social media or blogs should not be used at any time to discuss matters relating to company matters or policy; this is strictly prohibited. Do not post on a social networking site or give to the media (whether on or off record) any casual comments that may be mistaken or imply endorsement of the same by the company. Matters that are sensitive in nature like comments about religion, caste, gender, professional community or political affiliations are to be avoided.
- If you have been invited to speak at a public forum, please obtain the approval of your manager in advance. No confidential or proprietary information about the company may be used for such talks or presentations. It is also necessary to add in any presentation or on a personal blog, a disclaimer that the views expressed are personal and do not represent the company's viewpoint.
- Do not make any comments or give your views to the media (whether off record or on record)

Anti-Corruption Compliance policy

Based on the nature of business, our organization has to comply with different laws, rules and regulations worldwide and have to interact with officials of various governments around the globe. And, certain laws, rules and regulations, establish certain limits on those interactions. However, despite such limitations/challenges, we must commit to doing business maintaining integrity and ethics.

The purpose of this policy is to help ensure compliance of Anti-corruption by Datametica or its subsidiaries, and we take this extremely seriously.

It is the policy of Datametica (DM) to comply with all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act ("UKBA"), and the local laws in every country in which we do business.

This Policy describes what is meant by corruption, what kind of impact it may have on our business, what we should do to prevent corruption and what steps should be taken on the individual who is involved in corruption.

A violation of anti-corruption laws can lead to severe civil and criminal penalties and is cause for disciplinary action (up to and including termination of employment); therefore, it is vital that each person associated with Datametica not only understands and appreciates the importance of these policies and procedures, but complies with them in their daily work.

Applicability

Everybody associated with Datametica, whose duties are likely to lead to involvement in or exposure to any of the areas covered by the Anti-Corruption Compliance Policy is expected to become familiar with and comply with this Policy.

Key areas where we need to be compliant: -

- DM does not accept and does not condone the acceptance or receipt of bribes from anyone. Employees are prohibited from giving or offering bribes or similar payment whether at home or abroad, to any person or entity (including but not limited to any customers or potential customers, government official, political party, candidate for political office or any intermediaries, such as agents, attorneys or consultants) in order to influence official acts or decisions of that person or entity; obtain or retain business or a business advantage for, or direct business to, the Company; and/ or secure any improper advantage.
 - Disciplinary Actions will not just apply to the person who pays the bribe or offers anything of value – they also apply to the people who have taken action in furtherance of the same.
 - Only payments that are deemed not to violate any Anti-corruption Laws and Company policy are approved.
- DM acknowledges that the giving and receiving of nominal benefits (such as small gifts, meals and entertainment) is a common business practice and is intended to strengthen and build long term business relationships. However, before a benefit (whether given or received) can be considered proper and legitimate under this Policy, certain criteria must be met. In general, the benefit in question must: be bona fide; be moderate and reasonable; be legal under the applicable Anti-corruption Laws; be fully documented; be supported by original receipts; and be accurately recorded in the Company's books and records.
- Practice of providing facilitating or grease payments by any Employee on behalf of the Company is strictly forbidden. (Examples of Facilitation payments - payments involved in obtaining non-discretionary permits, licenses or other official documents, expediting lawful customs clearances, obtaining the issuance of entry or exit visas, and performing actions that are wholly unconnected to the award of new business or the continuation of prior business)
- Authorizing or encouraging any third-party, including a distributor, reseller or referral partner to pay bribes or engage in other misconduct is a violation under this Policy. Even the knowledge of an improper payment or illegal activity can lead to civil and criminal liability against the Company along with the individual with knowledge.
- Under the Policy the organization is also required to accurately, in a detailed manner, record all transactions in the Company's books and accounts, and dispositions of assets with prior authorization of the Management. Adhering to the Company's internal controls and keeping detailed, accurate descriptions of all payments and expenses is crucial for complying with anti-corruption.

In Datametica, it is every employee's responsibility to read and understand this Policy and a lack of understanding will be considered as an offence. We don't compromise with business ethics. Integrity, trust and our core values lay the foundation for our Company policies and continued commitment to our high ethical standards is expected from each employee. To enforce the Policy periodical audit of records and payments and disciplinary actions for non-compliance should be implemented.

Accountabilities

The roles and responsibilities with regards to the Company's anti-corruption compliance are as follows:-

The Board of Directors has ultimate responsibility for ensuring that the Company meets its obligations under Applicable Corruption Laws.

HR is responsible for administering the Company's compliance program, including:

- Communicating this Policy to all Company employees, including managers, executives, and board members
- Develop and implement Anti-corruption training programs for Company employees and agents whose duties are likely to lead to exposure to international business activities
- Investigate possible violations or material legal issues
- Inform the Director of possible violations or material legal issues
- Ensure appropriate action is taken to address possible violations
- Review recent material developments and changes to the FCPA, UKBA (or the local laws in every country in which we do business) and incorporate such developments and changes into this Policy and the Anti-corruption training programs, as appropriate
- Reporting to the Board of Directors any material violations of the Company's compliance program

Finance is responsible for implementing and monitoring systems of internal controls and record keeping procedures that comply with the Anti-corruption rules.

The DM Leadership Team is responsible for reviewing the adequacy of controls established to ensure compliance with policies and procedures.

Protecting Intellectual Property, Confidential Information and Invention assignment

- You shall not disclose to any person, either during or after your employment with the Company, any Confidential Information including information about the interest or business of the Company or any affiliated companies. You shall not communicate to any public papers, journals, pamphlets or leaflets, or cause to be disclosed at any time, any information, data or documents, official or otherwise, relating to the Company except with prior written consent of an authorize officer of the Company.
- Confidential information, includes but not limited to, any and all technical and non-technical information including patent, copyright, trade secret, and proprietary information, technique, sketches, drawings, models, inventions, Innovations, know-how, processes, apparatus, equipment, algorithms, software programs, software source documents, and formulae related to the current, future and proposed services and products of the Company's client, names and details of the Company's client suppliers and customers, and includes, without limitation, the Company's client Innovations, property and information concerning research, experimental work, development, design details and specifications, engineering, financial information, procurement requirements, purchasing, manufacturing, business forecasts, sales and merchandising and marketing plans and information ("**Confidential Information**") which according to the Company's client are necessarily confidential and form valuable property of the Company.
- You shall hand over all records under your possession to the Company on separation. You have to safeguard Company, Company's client and its customers' Confidential Information even after the termination of your employment or business relationship with Company.

- All intellectual property such as trademarks, copyrights, designs etc. developed by you during the subsistence of this agreement either alone or with others shall automatically belong to the company absolutely and you shall have and shall make no claims in respect thereto. You will disclose to us forthwith any discovery, invention, process or improvement shall belong absolutely to and be the sole and absolute property of the company. If and when required to do so by the company, you shall at the company's expense take out or apply for the patent license or other rights privileges or production as may be directed by us in respect of any such intellectual property, discovery, invention, process or improvement so that the benefit thereof shall accrue to us and you will execute and do all instruments, acts, deeds and things which may be required by us for assignation, transferring or otherwise vesting the same and all benefits arising in respect thereof in our favor or in favor of such other person or persons, firms or companies as we may direct as the sole beneficiary thereof. You acknowledge that there is no further consideration required to be paid for the assignment contemplated in this paragraph and that your compensation as per clause 2 above is good and adequate consideration for the purpose.
- You will not during your employment with the Company or at any time thereafter, divulge or make known any Information in any way whatsoever relating to the Company or its business or of its customer and/or any other information, secret processes of data and material, which may come to your knowledge during the course of your employment. You will always maintain strict secrecy regarding any technical information or any other information gained or acquired or imparted to you in the course of your employment.
- You hereby confirm that you have disclosed, fully to the Company, all of your business, interests whether or not they are similar to or in conflict with the businesses or activities of the Company and all circumstances in respect of which there is or there might be, a conflict of interest between the Company and you or any immediate relative or associate. You agree to disclose, fully to the Company, any such interest or circumstances that may arise during your employment immediately upon such interest or circumstances arriving. Upon separating your employment with the Company, you shall forthwith return to the Company all the assets and property of the Company (including any leased properties), documents, files, books, papers, memos or any other property of the Company in your possession or under your custody.

Safety, health and environment

The company is committed to maintaining a safe, secure and healthy work place. As a responsible corporate citizen, it promotes clean and green energy initiatives to ensure a sustainable environment and will endeavour to take steps necessary to reduce energy consumption and waste.

It is the individual responsibility of each employee to:

- Maintain a clean and organized work space with no obstacles or potential hazards to himself or others
- Switch off all lights and other appliances like printers, computers and photo copiers in the work space when leaving office

- Observe safety rules and measures while driving, at home and at all times.
- Follow company's policies and procedures for a safe and healthy work place including prohibition on carrying fire arms or dangerous weapons or smoking
- Comply with any travel restrictions that may be notified like temporary unsafe places, ladies travelling late at night and such
- Familiarize yourself with practice sessions like fire and emergency alarm drills and comply promptly with instructions when faced with an actual situation
- Not undertake any illegal activity like betting or gambling in the office premises
- Be environmentally conscious and comply with laws and regulations on environment that may apply to the specific job profile
- Report any unsafe or illegal activity that may jeopardize the safety of others at the work place.

Corporate Social Responsibility (CSR)

- We have an obligation to the communities in which we operate to help in whatever way we can to improve the quality of life for all. The company is committed to voluntary and affirmative action to provide support to the underprivileged.
- The Company supports participation by employees on a voluntary basis. Employees are not allowed to spend office time or resources nor seek donations from colleagues for such charities.