

Code of Conduct Policy	Policy Number: HR / 82 Policy Owner: Corporate HR Authorized by : VP– Corporate HR Access Level : 0 - 5
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Objective:

Macrotech Developers Limited and its subsidiaries are committed to good corporate governance and upholding the best interest of its associates, clients and stakeholders. In its endeavor to excel as an organization that believes in an exemplary work environment and social conduct, the Company expects all its associates, consultants and directors to display the highest standards of professional conduct in adherence to this code of conduct (“Code”).

Our excellence and success as a business entity comes from an efficient integration of quality products, effective processes and exceptional people. The core values that characterize the Company associate and underpin the way we do business are: - forthright, exceptional, customer-centric, economic value creators, nimble, learning-focused, empowered, meritocratic and collaborative. These core values are embedded in this Code with the objective of equipping every associate of the Company with the knowledge and ability to make the right decision when found at an ethical crossroad. This Code is not solely meant to be a set of prescriptive compliance guidelines but something that should be inculcated as part of every associate’s commitment to maintain the highest ethical standards and discharging their moral responsibility towards the organization by ensuring that they foster business relationships on trust, transparency and accountability.

Without prejudice to the generality of this Code, it is to be noted that this Code is not the exhaustive statement of the professional and ethical standards expected from the associates. In addition to the situations envisaged and mentioned in this Code, the management of Macrotech Developers Limited shall retain exclusive discretion on identifying any action/inaction as wrongful conduct and mandate appropriate disciplinary action accordingly.

For the purposes of this Code, reference to the term ‘associate’ shall be construed to mean and include a reference to employees, consultants and the directors of the Organization.

General Conduct:

As part of a prestigious organization like Macrotech Developers Limited, its associates must at all times conduct the business of the Organization with utmost professionalism, seek to engender a culture of compliance and avoid any action which is likely to bring disrepute to the Organization. In furtherance thereof, the following basic principles should be adhered to:

1. Associates should avoid any conflict between their personal interests and the Organization’s interests and strive to ensure that no undue or unethical advantage is taken by virtue of their position in the Company. Associates are expected to refrain from personal activities or interests while at work and conduct their daily jobs with professionalism, integrity and honesty.
2. Selection and promotion of associates shall be on the basis of their qualifications and merit, without discrimination or concern for race, religion, caste, place of birth, nationality, colour, sex, sexual orientation, age or disability.
3. Possessing, using or distributing weapons within the premises of the Organization is not allowed.

4. Possessing, using or distributing illegal drugs / abusive substances within the premises of the Organization is not allowed. No associate shall report to work under the influence of drugs or alcohol or any other abusive substance.
5. No associate shall create, display or publish work which contains statements, suggestions or images offensive to general public decency.
6. All associates of the Organization shall adhere to the applicable laws, rules and regulations including accounting and auditing standards. For this purpose, the associates shall also:
 - i. co-operate to ensure that the Organization adheres to appropriate accounting and auditing standards;
 - ii. comply with accurate collection and upkeep of required supporting documentation for all financial transactions in connection with the Organization, including but not limited to vendor invoices, tax receipts etc.;
 - iii. Ensure that the Organization's auditors (as well as independent auditors) receive the full co-operation of all employees. Falsifying records of the Organization will result in immediate dismissal and other legal actions.
7. Associates should refrain from doing anything which might discredit or bring disrepute to the Organization (even though it might not be unlawful) in the Organization's premises or in any clients /customer's premises or in any public places.
8. Any intellectual property, developed or otherwise acquired by Organization is the property of the Macrotech Developers Limited. Associates with access to intellectual property shall not improperly disclose or use the intellectual property either during or after employment with the Organization without prior permission from the Organization. Associates understand that any intellectual property developed by them in course of their employment with the Organization will at all times belong to Macrotech Developers Limited and the associate shall not claim any rights on the same whatsoever. Associates are prohibited from facilitating their production, display, distribution of any material that infringes the Organization's or any other third party's intellectual property rights. For the purposes of this paragraph the term 'intellectual property rights' shall include without limitation, the rights comprised in any patent, copyright, compilation of data, industrial design, trademarks, trade secrets, know- how, or other form of rights generally understood as intellectual property, whether at common law or by statute or convention, rights to apply for registration under a statute in respect of those or like rights.

Adherence to the Organization's Policies:

In order to be compliant with this Code, it is imperative for each and every associate to abide by the policies of the Organization and make reference to the same as and when required. The Company will communicate the Code of Conduct policy to all the new joiners during induction and also conduct annual training programs for all the associates and full time consultants. Given below are references to some of the key Organization policies which must be complied and read in conjunction with this Code:

- 1. Prevention of Personal and/or Sexual Harassment at the Workplace Policy:** Macrotech Developers strives to provide a safe and civilized workplace to all its associates. Sexual or personal harassment, discrimination or offensive behavior of any kind is prohibited. For any further details or clarification in this regard, reference may be made to the policy on Prevention of Personal and/or Sexual Harassment at the Workplace.
- 2. Information Security Policy:** The Organization respects the privacy of all individuals and takes all precautions mandated by law to protect and secure personal data. All associates must comply with privacy and data security laws as applicable to the Organization especially when handling personal information, e-mails and business data including the data of customers/clients collected in the course of conducting business. Associates shall comply with data protection regulations and actively contribute to ensuring that confidential data, especially business data is secured against unauthorized third-party access. Further, associates shall maintain complete and accurate organizational records in accordance with the Organization's data retention and other data management processes and associates should be committed to maintain, archive and if applicable, destroy records of the Organization in compliance with the legal and regulatory record keeping requirements.
- 3. Transparency & Ethics Policy:** The Company reinforces the belief system in doing things ethically and without taking any undue advantage of any relationship. It also ensures a clean and transparent work environment for conducting business. For any further details or clarification in this regard, reference may be made to the Transparency & Ethics Policy.
- 4. IT Assets Management Policy:** Use of the Organization's property like computers, networking resources, electronic communication system including e-mail and telephone and any other property provided to facilitate business related communication shall be used by associates only for business purposes. All associates are expected to keep operational and business documents strictly confidential. For any further details or clarification in this regard, reference may be made to the IT Assets Management Policy.
- 5. Corporate Communications Policy:** The Organization has internal processes in place to make full, fair, accurate, timely and understandable disclosures to regulators, government agencies, investors and the general public. Addressing any media queries should be treated as a very sensitive matter and only the management team and the designated spokespersons are authorized to interact with the media. Associates are requested to strictly refrain from entertaining media queries or interactions (including off the record statements) under any circumstances. Associates are expected to not manipulate or misrepresent any facts relating to the Organization and should always redirect requests for representing our Organization to authorized representatives of corporate communications. For any further details or clarification in this regard, reference may be made to the Corporate Communications Policy.
- 6. Anti Money Laundering, Anti Bribery and Anti Corruption Policy:** The Organization is committed to complying fully with all applicable Anti-Money Laundering and Anti-Bribery and Anti-Corruption laws in the conduct of its business. It is also committed to the prevention, deterrence and detection of bribery and other corrupt business practices which extends to implementing and enforcing effective systems to counter bribery and corruption. For any further details or clarifications in this regard, reference may be made to the Anti-Money Laundering, Anti-Bribery and Anti-Corruption Policy.

7. **Whistle Blower Policy:** The Organization seeks to create an environment free of unfair practices and unethical conduct by laying down the highest standards of conduct for its associates, to ensure their overall professional growth, and to set industry benchmarks for fair practices. It intends to encourage its associates to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Organization aims to provide a mechanism to ensure that concerns are properly raised, appropriately investigated and addressed. For any further details or clarifications in this regard, reference may be made to the Whistle Blower Policy.

Confidentiality and Non-disclosure:

1. Information about the Organization's business shall be clearly and accurately communicated to stakeholders in a non-discriminatory manner in accordance with the applicable law. Associates should exercise prudence and not misuse the information and communication systems of the Organization in a manner that is detrimental to the Organization.
2. Any confidential information of the Organization is of vital importance in maintaining the Organization's competitive advantage, introduce new product offerings and create valuable assets for future diversification and growth.
3. Any proprietary or non-public information about the Organization, known to the associates should not be disclosed to any third party including any prospective employer(s) of the associate. Associates shall consult their reporting managers prior to sharing any information that could be confidential and seek the counsel of the legal department to ascertain whether a confidentiality and a non-disclosure agreement needs to be entered into in this regard.
4. In case any confidential information of the Organization is required to be disseminated under applicable laws or by Governmental order, due approval of the management must be sought.
5. For the purposes of these preceding paragraphs, 'confidential information' shall mean and include without limitation, the rights comprised in any intellectual property rights, methods, procedures, plans and strategies, and information relating to customers, business plans, proposed acquisitions, promotional and marketing activities, sales and customer information, financial information, business forecast, technology, manufacturing processes, research developments, personnel training technique and materials, designs, inventions and engineering concepts, and any other business affairs of the Company, as well as any and all copies, notes, summaries, analyses, compilations, studies, reports and other documents or data and/or information, in whatever form or medium, generated by the Recipient or its representatives that contains, reflects, or is derived, in whole or in part, from the data and/or information furnished by the Company or any of its representatives or on its or their behalf. In addition, Confidential Information shall include all information that the Recipient may obtain by walk-through examination of any of the Company's premises.

Misconduct:

Set out hereunder is an indicative list of acts that would constitute misconduct for the purposes of this Code. The below-mentioned list is only indicative and the Organization reserves the right to initiate action against the associate including termination of service if any other instance not expressly mentioned below but would generally be regarded as misconduct are reported against any associate.

1. Insubordination or disobedience, whether alone or in combination with others, mobilizing strikes at work or inciting others to strike at work in contravention of the provisions of

- applicable law, or contract;
2. Wilful slowing down in the performance of work, or abetment or instigation thereof;
 3. Theft, fraud, embezzlement, dishonesty or misappropriation in connection with the Organization's business or property;
 4. Taking, giving or offering bribes, kickbacks, privileges, undue fees or gratuity directly or indirectly to or from client / business partner / government or regulatory officials;
 5. Misuse of the assets of the Organization for personal or unauthorized purposes;
 6. Habitual absence without sanctioned leave;
 7. Overstaying sanctioned leave for more than seven days without sufficient grounds or proper satisfactory explanation;
 8. Habitual or frequent late attendance and disregarding the core working hours of the Organization;
 9. Breach of the Organization's policies or rules and regulations or any applicable law, or committing any act in public which lowers the image of the Organization;
 10. Unauthorized interaction in connection with the Organization's business or property;
 11. Seeking loans from the Organization's clients or suppliers;
 12. Giving or taking loans from associates;
 13. Drunkenness, intoxication, riotous, disorderly or indecent behaviour or indulgence in abusive language;
 14. Commission of any acts detrimental to discipline / good behavior;
 15. Habitual negligence or neglect of work;
 16. Wilful damage to work in progress or to any property of the Organization or its clients;
 17. Holding or aiding or abetting unauthorized meetings during office hours or in the office premises;
 18. Gambling in the office premises or indulgence in unlawful speculation in office premises;
 19. Working, without permission, in or outside office hours, on work similar or competitive to that undertaken by the Organization;
 20. Accepting outside or other salaried employment;
 21. Involvement in criminal offence, or offences involving moral turpitude;
 22. Refusal to accept charge sheet order or other communication intended for service on any employee in accordance with this Code and other policies of the Organization;
 23. Breach of trust or confidence;
 24. Violation of Organization's intellectual property rights including but not limited to patent, copyright, design, trademark, trade secret etc. in respect of any software, hardware, product, website etc. used during the course of employment;
 25. Irresponsible behaviour / loose comments on social media attracting negative publicity for the Organization;
 26. Use of foul language;
 27. Display of explicit or offensive calendars, posters, pictures, drawings or cartoons which reflect negatively upon a person's character;
 28. Teasing or references to an associates age or disability;
 29. Victimization of an associate based on the above and/or personal bias/dislike.

Notwithstanding the above, involvement or abetment in connection to the following will render the concerned associate to immediate termination (without notice period or pay):

1. Terrorism;
2. Murder;
3. Extortion;
4. Rape;
5. Kidnapping;
6. Prostitution (involvement/usage);
7. Illegal betting; and
8. Any other activity of a similar nature as ratified by the management of the Organization.

Non-compliance of the Code:

The Organization is committed to conducting its business and operations in a legally compliant manner and ensuring compliance with all the organizational policies, procedures and internal controls. Instances of non-compliance may impact and adversely affect the Organization's brand, reputation and market value. The organization will seek an acknowledgement and affirmation from all parties to whom this policy is applicable including the senior management and Directors on an annual basis. Any associate of any entity forming part of the Organization, who violates the standards contained in this Code will be subject to disciplinary action up to and including dismissal and if applicable, to criminal and civil proceedings. Associates are expected to co-operate in all investigations on integrity, ethical or policy violation matters.