

# CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

(Effective from 1<sup>st</sup> October, 2014)

FCS PROPRIETARY

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## Table of Contents

1. INTRODUCTION .....	3
2. APPLICABILITY.....	3
3. CODE OF CONDUCT .....	3
4. ROLE AND FUNCTION OF INDEPENDENT DIRECTORS: .....	4
5. DUTIES OF INDEPENDENT DIRECTORS: .....	5
6. DISCLOSURE OF INFORMATION:- .....	6
7. WAIVERS AND AMENDMENT OF THE CODE:- .....	6
8. COMMUNICATION OF VIOLATIONS:- .....	6
9. CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE:-.....	6
10. PLACEMENT OF THE CODE ON WEBSITE:- .....	6
11. ANNUAL COMPLIANCE REPORTING:-.....	7

## **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

### **[CLAUSE 49(1) (D) of LISTING AGREEMENT]**

#### **1. INTRODUCTION**

FCS Software Solutions Limited (“FCS”) expects all of its Board Members and Senior Management (“Management”) to act in accordance with the highest standards of personal and professional integrity in all respects of their activities, to comply with all applicable laws, rules and regulations, to deter wrongdoing and abide by this Code of Conduct (“Code”) and other policies and procedures adopted by FCS that govern the conduct of its associates. This code was approved by Board of Directors on 25<sup>th</sup> August, 2014 and will be effective from 1<sup>st</sup> October, 2014.

#### **2. APPLICABILITY**

This Code shall be applicable to the following persons:

- Board of Directors.
- Senior Management Personnel.

The Directors both executive and non executive, are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

Senior Management team comprising of members of Management one level below the Executive Directors, including all functional heads.

#### **3. CODE OF CONDUCT**

The Board Members and Senior Management Personnel shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Management Personnel of the Company:

1. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
2. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.

3. Shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which, in his opinion, is likely to arise.
4. Shall not utilize bribery or corruption in conducting the Company's business. No Director or employee will offer or provide either directly or indirectly any undue pecuniary or other advantages for the purpose of obtaining, retaining, directing or securing any improper business advantage.
5. Shall not indulge themselves in Insider Trading and shall comply with the Insider Trading Code and Insider Trading Regulations as laid down by SEBI.
6. Shall ensure that they shall protect the Company's assets and properties including physical assets, information and intellectual rights and not use the same for their personal gain.
7. Shall not seek or accept any income (in any form), directly or indirectly, for services performed for the Company from any source other than the Company.
8. Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
9. Shall not receive any gift, payments or favor in whatsoever form from Company's business associates, which can be perceived as being given to gain favor or dealing with the Company and shall ensure that the Company's interests are never compromised.
10. Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized. However, that Board Members and Senior Management Personnel shall be free to disclose such information as is part of the public domain at the time of disclosure/ authorized or required to be disclosed pursuant to a decision of the Board/ required to be disclosed in accordance with applicable laws, rules, regulations or guidelines or to any authority.
11. Shall avoid any dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company.
12. Shall avoid conducting business with (a) a relative (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board, and shall make proper disclosure of related party transactions to the Board of Directors, the Chairman and Managing Director or the Competent Authority under the provisions of Accounting Standard 18 issued by the Institute of Chartered Accountants of India.
13. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy resulting in conviction.

#### 4. ROLE AND FUNCTION OF INDEPENDENT DIRECTORS

The independent directors:

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1. Shall help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. Shall bring an objective view in the evaluation of the performance of board and management;
3. Shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. Shall satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. Shall safeguard the interests of all stakeholders, particularly the minority shareholders;
6. Shall balance the conflicting interest of the stakeholders;
7. Shall determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. Shall moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

## 5. DUTIES OF INDEPENDENT DIRECTORS

The independent directors:

1. Shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. Shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. Shall strive to attend meetings of the Board of Directors and of the Board committees of which he is a member;
4. Shall participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Shall strive to attend the general meetings of the company;
6. Shall where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. Shall keep themselves well informed about the company and the external environment in which it operates;
8. Shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
9. Shall ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
10. Shall report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

11. Shall act within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
12. Shall not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

## **6. DISCLOSURE OF INFORMATION**

Members of the Board and key executives should be required to disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the company.

## **7. WAIVERS AND AMENDMENT OF THE CODE**

This code is subject to continuous review and updation in line with any changes in law, changes in Company's philosophy, vision, business plan or otherwise as may be deemed necessary by the Board.

Any question or interpretation under this code will be handled by the Managing Director. The Managing Director also has the authority to waive compliance with this code for any Director of the Company on receipt of full disclosure of the particular circumstances from the person seeking waiver of this Code.

## **8. COMMUNICATION OF VIOLATIONS**

Directors shall communicate any suspected violations of this Code promptly to the Chairman of the Audit Committee. Senior Management should communicate any suspected violation of this code to the Managing Director who in turn shall communicate it to the Chairman of the Audit Committee. Violations will be investigated by the Board or by persons designated by the Board, and appropriate action will be taken in the event of any violations of the Code.

## **9. CONSEQUENCES OF NON- COMPLIANCE OF THIS CODE**

In case of breach of this Code, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary. Any waiver of this Code may be made only by the Board of Directors and must be promptly disclosed to the Company's shareholders.

## **10. PLACEMENT OF THE CODE ON WEBSITE**

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company.

## 11. ANNUAL COMPLIANCE REPORTING

In terms of Clause 49 of the Listing Agreement, all Board Members and Senior Management Personnel shall affirm compliance of this Code within 30 days of close of every financial year. Compliance Report shall be forwarded to the Company Secretary, in such form and manner as may be prescribed from time to time.

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