

## Code of Ethics for Senior Management

This Code of Ethics (“**Code**”) helps maintain the standards of business conduct for FCS Software Solutions Ltd. (“**Company**”). The purpose of this code is to deter wrongdoing and promote ethical conduct. Ethical business conduct is critical to our business. Accordingly, the “Senior Management” of the Company i.e. all members of management one level below the Executive Directors, including all General Managers and functional heads (hereinafter collectively referred to as “**Officers**”), are expected to read and understand this code, uphold these standards in day-to-day activities, comply with all applicable laws, rules and regulations and all applicable policies adopted by the Company.

### 1. Honest and Ethical Conduct

All the Officers are expected to act in accordance with the highest standards of personal and professional integrity and maintain honest and ethical conduct while working on the Company’s premises, at offsite locations where the company’s business is being conducted or any other place where the Officers are representing the Company.

### 2. Conflict of Interest

Each of us has a responsibility to the Company, our stockholders and every other stakeholder. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur.

The Company is subject to Scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety. All Officers must avoid situations involving actual or potential conflict of interest. Personal or romantic involvement with a competitor, supplier, or subordinate employee of the Company, which impairs an employee’s ability to exercise good judgment on behalf of the Company, create an actual or potential conflict of interest. Supervisor-subordinate romantic or personal relationships also can lead to supervisory problems, possible claims of sexual harassment, and morale problems.

An Officer involved in any of the types of relationships or situations described in this Code should immediately and fully disclose the relevant circumstances to his or her immediate supervisor, if any, or any other appropriate supervisor or the Managing Director, for a determination about whether a potential or actual conflict exists. If an actual or potential conflict is determined, the Company may take whatever corrective action appears appropriate according to circumstances. Failure to disclose facts shall constitute grounds for disciplinary action.

A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Examples include:

(i) Employment / Outside Employment

In consideration of your employment with the Company, you are expected to devote your full attention to the business interest of the Company. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer, developer or competitor, or any other company with which the Company is in discussions or negotiations, or from taking part in any activity that enhances or supports a competitor’s position.

Additionally, you must disclose to the Company any interest that you have that may conflict with the business of the Company. If you have any questions on this requirement, please contact the Human Resources Department.

(ii) Outside Directorship

It is a conflict of interest to serve as a director of any company that competes with the Company. Our policy requires that all the officers should obtain approval from the Company's Corporate Counsel before accepting a Directorship. Such approval may be conditioned upon the competition of specified actions.

(iii) Business Interest

If you are considering investing in a Company customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investments, your ability to influence the Company's decision, your access to confidential information of the Company or of the other company and the nature of the relationship between the Company and the other company.

The Officer making investments in a personal capacity may do so up to the maximum of 5 % of the equity share capital of the investee company in a single year.

(iv) Transactions with Related Parties and employment of relatives

Related party transactions of a value equal to or greater than Rs. 5,00,000/- in any financial year must be reviewed and approved in writing in advanced by the Company's Board of Directors. The Company must report all such material related party transactions under applicable accounting rules, SEBI, Indian Companies Act, and securities market rules. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to this business.

The Company discourages the employment of relatives in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial or other dependence or influence (e.g. an auditing or control relationship, or a supervisor/ subordinate relationship).

The purpose of this policy is to prevent the organizational impairment and conflict that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/ subordinate relationship. If a question arises about whether a relationship covered by this policy, the Human Resource Department is responsible for determining whether an officer's acknowledgement relationship is covered by this policy and the decision. Human Resources Department shall advise all affected Officers of this policy. Willful withholding of information regarding a prohibited relationship / reporting arrangement will be subject to corrective action, up to and including termination. If a prohibited relationship exists or develops between two officers, the officer in a senior position must bring this to the attention of his / her supervisor / Managing Director.

The Company retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.

(v) Other Situations

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction raises any questions or doubts in your mind you may consult the Legal & Secretarial Department or Human Resources Department for clarification.

### 3. Corporate Opportunities

The Officers may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the company's Board and the Board declines to pursue such opportunity.

#### 4. Insider Trading

Obligations under Indian Securities laws apply to everyone as the company is listed on the Indian stock exchanges. In the normal course of business, Officers of the Company may come into possession of significant, sensitive information. . This information is the property of company. You have been entrusted with it. You may not profit from it by buying or selling securities yourself. Further you are not to tip the others to enable them to profit or for them to profit on your behalf. The purpose of this code is both to inform you of your legal responsibilities and to make clear to you that the misuse of sensitive information is contrary to Company policy and applicable Indian Securities Laws.

Insider trading is a crime, penalized by fines and imprisonment for individuals. In addition, the Securities and Exchange Board of India may seek the imposition of a civil penalty of up to three times the profits made or losses avoided from the trading. Insider traders must also disgorge any profits made, and are often subjected to an injunction against future violations. Finally, insider traders may be subjected to civil liability in private lawsuits.

Insider trading rules are strictly enforced, even in instances when the financial transactions seem small. You should read the Insider Trading Rules of the Company carefully, paying particular attention to the specific policies and the potential criminal and civil liability and / or disciplinary action for insider trading violations. You should comply with the company's Insider Trading Rules, follow the pre-clearance procedures for trading and trade only during a trading window.

The Officers of the Company who violate this policy will also be subject to disciplinary action by the Company, which may include termination of employment or of business relations. All questions regarding the Company's Insider Trading Rules should be directed to the Legal & Secretarial Department.

#### 5. Prohibition Against Short Selling of Company Stock

No Officers may, directly or indirectly, sell any equity security, including derivatives, of the Company if he or she: -

- (a) Does not own the security sold, or
- (b) Owns the security, does not deliver it against such sale (a "short sale") within the applicable settlement cycle.

#### 6. Compliance with Governmental Laws, Rules And Regulations

The Officers must comply with all applicable government laws, rules and regulations. The Officers must acquire appropriate knowledge of the legal requirements relating to their duties and sufficient to enable them to recognize potential dangers, and to know when to seek advice from the Finance / Legal & Secretarial Department. Violations of applicable government laws, rules and regulations may subject Officers to individual criminal or civil liability as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of reputation or business.

#### 7. Violations of the Code

Part of the job of an Officer is to help enforce this Code. The Officers must report all possible violations of this code to the Human Resources Department/ Finance Department. The Officers must

cooperate in case of any internal or external investigation of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation of law, this code or other Company Policies, or against any person who is assisting in any investigation or process with respect to such a violation is prohibited.

Disciplinary Action by the Company may include termination of employment or of business relationship at the sole desecration of the Company.

Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated the company will cooperate fully with the appropriate authorities.

## **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 Human Resource Department. The Human Resource Department also has the authority to waive compliance with this code for any Officers of the Company on receipt of full disclosure of the particular circumstances from the person seeking waiver of this Code.