

**CODE OF CONDUCT FOR  
THE BOARD OF DIRECTORS  
AND SENIOR MANAGEMENT**

## **1 APPLICABILITY**

This Code applies to:

- a. Board of Directors of ADVENT COMPUTER SERVICES LIMITED ('the Company') hereinafter referred to as the 'Board'.
- b. Key Managerial Personnel (KMP) of ADVENT COMPUTER SERVICES LIMITED.
- c. Senior Management Personnel (i.e. members of core management team excluding the Board of Directors but including all members of management one level below the executive directors including all functional heads) hereinafter referred to as 'Senior Management'.
- d. Such other employee/s of the Company as may be designated as a member of the Senior Management for the purpose of this Code by the Managing Director of the Company from time to time.

## **2 PURPOSE**

- 2.1 The purpose of this Code is to serve as a guide to the Directors and Senior Management Personnel of the Company on the principles of integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance.
- 2.2 This Code of Conduct has been adopted to meet with the requirements of revised clause 49 of the Listing Agreement with BSE Limited.

## **3 THE CODE**

The Board and the Senior Management of the Company shall follow the below mentioned Code of Conduct:

### **3.1 Regulatory Compliance**

- a. Comply with all applicable laws and regulations, in letter and spirit, in all the territories in which the Company operates. If the ethical and professional standards of applicable laws and regulations are below that of this Code, then the standards of the Code shall prevail.
- b. Acquire appropriate up to date knowledge of requirements of compliance under various applicable statutes.

### **3.2 Honesty, Integrity & Ethical Conduct**

- a. Maintain high ethical and professional standards in all the professional dealings.
- b. Act in good faith, responsibly and with due care and competence, without allowing their independent judgments to be subordinated.
- c. Deal fairly with the customers, suppliers, employees and other business partners.

### **3.3 Protection of Company's Assets**

- a. Protect Company's assets and properties, including intellectual property and ensure its efficient use.
- b. Ensure the use of Company's property for legitimate business purpose.

### **3.4 Safety and Sanity**

- a. Preserve and protect the environment with due concern for ecology, clean air and meet high levels of pollution and emission control standards.
- b. Respect safety and health of all employees and provide working conditions which are not harmful to health.

### **3.5 Conflict of Interest**

- a. Act, at all times, in the best interests of the Company without allowing one's personal interest to conflict with the interest of the Company.
- b. Shall not engage in any business relationship or activity, which may be in conflict with the interest of the Company.

### **3.6 Transparency and Confidentiality**

- a. Respect the confidentiality of information relating to the affairs of the Company acquired in the course of the service and even after cessation of service except when authorised or where disclosure is required as a matter of law.
- b. Avoid using any information or opportunity received in the capacity of the employment for personal gain or in a manner that would be detrimental to the Company's interest.
- c. Be transparent in all the business dealings of the Company.

### **3.7 Fair Dealings**

Neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived to obtain uncompetitive favours.

**3.8 Disclosure of Interest**

- a. Disclose financial or other material interest by oneself or through relatives / organization in any contract with the Company and abstain from discussion, voting or otherwise influencing decision on such matters.
- b. Disclose their interest in any firm, company or body corporate which is related or unrelated to the Company at the beginning of the Financial Year.

**3.9 Insider Trading**

None of the Directors or Senior Management Personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information.

**3.10 Duties Of Directors**

- a. All the Directors of the Company shall comply with the provisions in terms of Section 166 of the Companies Act, 2013, relating to the duties of the Directors.
- b. All the Independent Directors of the Company shall perform the duties as mentioned in Schedule IV of the Companies Act, 2013, which may be amended from time to time.

**3.11 Non Compliance**

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulations.

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