

## **INSPIRISYS SOLUTIONS LIMITED**

### **CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL**

#### **INTRODUCTION:**

This Code of Conduct (CODE) for the Senior Management Personnel of Inspirisys Solutions Limited (Company) is being introduced to ensure that the business of the Company is conducted with the highest standards of ethics and values in accordance with the applicable laws, regulations and rules.

This CODE is being adopted by the Company to comply with the applicable rules & regulation of the Listing Agreement with the Stock Exchanges with whom the Securities of the Company are listed.

This CODE shall come into effect from April 20, 2006 and all the Senior Management Personnel shall sign and acknowledge the acceptance of the CODE as per the format provided below. The said acceptance shall form part of the Board records and the Senior Management Personnel shall hereinafter, on an annual basis sign the acknowledgement indicating their continued commitment to the CODE.

#### **DEFINITION:**

Senior Management means personnel of the Company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors, including all functional heads.

#### **CODE OF CONDUCT:**

The Senior Management Personnel shall act within the authority conferred on them, keeping the best of interests of the company and:

1. Shall act with utmost care, skill, diligence and integrity.
2. Shall act in good faith and shall fulfil all fiduciary obligations without compromising on their individual judgment.
3. Shall not take a decision when, on a subject matter of decision, there arises or likely to arise, a conflict of interest.

4. Shall avoid, and in case it is not possible, to make necessary disclosures to the Board of Directors in case of a personal interest on all financial and commercial matters where a decision rests with them.
5. Shall not enter into any business transaction with his relatives or a corporate body in which his /her relative holds 2% or more of paid up share capital, without the previous written approval of the Chairman & Chief Executive Officer.
6. Shall avoid such contractors or suppliers who are capable of compromising on the ability to transact business on a professional, impartial, and competitive basis that are detrimental to the interests of the company.
7. Shall not hold any position or job or engage in outside business or other interests that are detrimental to the interests of the company.
8. Shall not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless such a fact is brought to the Notice of the Chairman & Chief Executive Officer of the Company and the Board of Directors have specifically allowed him /her to use the opportunity.
9. Shall not seek, directly or indirectly any favour including gifts from anyone having business dealings with the company.
10. Shall not make any statement, which has the effect of criticizing the management policies or their actions, which are capable of affecting the relationship of the company with the Government or any of its business associates including its stakeholders.
11. Shall not commit any offence, which involves moral turpitude.
12. Shall comply with all laws, rules and regulations relating to the business of the company.
13. Shall not hold any Directorship or office of place of profit with any of the corporate bodies that has same or similar objectives of the Company or is considered to be a competitor, without the approval of the Chairman & Chief Executive Officer.
14. Shall comply with the code of Internal Procedures and conduct of prevention of Insider trading in dealing with the securities of the company.
15. Shall not disclose any unpublished price sensitive information to stock exchanges, analysts, financial institutions, shareholders, media, general public etc. without the prior approval of the Chairman & Chief Executive Officer in writing, unless
  - a) such disclosures are required to be made pursuant to some law or regulation in force,
  - b) authorised to be disclosed pursuant to any decision by the Board or its committees

c) which information is already part of a public domain at the time of disclosure.

16. Shall disclose all related party transactions to the Chairman & Chief Executive Officer as per approved formats.

17. Shall take care of all properties including information and intellectual properties that are entrusted to them with utmost care and diligence and not to use for any personal gain.

#### **NON-COMPLIANCE:**

In case of any breach of the CODE, shall deal the same according to the rules of the Company.

#### **PLACEMENT OF THE CODE OF CONDUCT ON WEBSITE**

Pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this CODE and any amendments thereto shall be hosted on the Website of the Company.

#### **ANNUAL COMPLIANCE REPORT**

All the Senior Management Personnel shall affirm compliance of this CODE within 30 days from the end of the Financial Year. The Annual Report of the Company shall contain a declaration signed by the Chief Executive Officer as per Annexure III. The annual Compliance report shall be forwarded to the Company Secretary. If any, Senior Management Personnel resigns during a financial year, he/ she shall send a communication to the Company Secretary affirming compliance of the Code till his / her date of his association with the Company.

#### **LETTER OF ACCEPTANCE**

All Senior Management Personnel shall give their acceptance to CODE as per format given in the Annexure II.

## **ANNEXURE I**

### **Annual Compliance Report**

I, \_\_\_\_\_ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March, \_\_\_\_\_.

SIGNATURE:

NAME:

DESIGNATION:

PLACE:

DATE:

## **ANNEXURE II**

### **CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL**

#### **Acknowledgement Form**

I have received and read the Company's Code of Conduct for the Senior Management Personnel (CODE). I have understood the provisions and policies contained in this CODE and I agree to comply with the same.

SIGNATURE:

NAME:

DESIGNATION:

PLACE:

DATE:

## **ANNEXURE III**

### **DECLARATION**

As provided under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members & Senior Management Personnel have affirmed compliance with Inspirisys Solutions Limited's Code of Conduct for the year ended 31st March, \_\_\_\_\_

**For Inspirisys Solutions Limited**

**Chief Executive Officer**

Place:

Date: