



iSmart Business Solutions (Private) Limited.

CODE OF BUSINESS CONDUCT

&

ETHICS

Corporate Office:

iSmart Business Solutions (P) Ltd.

IT Park, Plot No 16A, 'B' Block, 1st Floor, CSEZ,
Kakkanad, Kochi - 682037, Kerala, India.

Tel: +91 484 2413181/96 Fax: +91 484 2413243

Email: ibspl@ibspl.com URL: www.ibspl.com

TABLE OF CONTENTS

1. Ethical conduct in General.....	3
2. Ethical conduct at Place of posting	3
3. Financial control and documentation	4
4. Company Confidentiality.....	5
5. Integrity of data furnished	5
6. Company Assets.....	5
7. Market competition	6
8. Equal opportunity.....	7
9. Gifts and donations.....	7
10. Conflict of Interests.....	7
11. Statutory Bodies.....	8
12. Political neutrality	8
13. Quality of products and services.....	9
14. Cooperation with Group Companies	9
15. Public representation.....	9
16. Use of the iSmart brand name.....	9
17. Company policies	9
18. Shareholders.....	10
19. Public Life.....	10
20. Contravention Disclosure.....	10
21. Disciplinary Action	10

Code of Business Conduct & Ethics – iSmart Business Solutions (P) Limited

Preamble

The Model Code of Conduct and Ethics has been drafted and prepared with the intention of serving as a guide to every employee within the Organization on the values, ethics and business principles expected from his or her personal and professional conduct.

iSmart Business Solutions (IBSPL) is a rapidly expanding Company with its products being deployed in more than 12 countries. It is therefore essential, that every employee adheres to a uniform code that reflects and retains a high standard of brand image and reputation. Every employee should be fully conversant with the current version of the iSmart Code of Conduct and Ethics and take pride in upholding the standards of corporate and personal behavior on which the Company's reputation and respectability have been built over the past 5 years.

1. Ethical conduct in General

Ethical business conduct is critical to IBSPL. Therefore, all employees must, without any exception, respect and adhere to the various stipulations in the Code of Conduct and Ethics laid down by the Company. Violations of these laws and regulations can create significant liability for the Company, its directors, officers, and its employees.

Every employee of IBSPL shall exhibit culturally appropriate behavior in the countries they operate in, and deal on behalf of the Company with professionalism, honesty and integrity, while conforming to high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be so by third parties. Every employee of IBSPL shall preserve the human rights of every individual and the community, and strive to honor commitments. Every employee shall be responsible for the implementation of and compliance with the Code in his / her environment.

2. Ethical conduct at Place of posting

All the employees of IBSPL, in the course of its business activities, shall respect the culture, customs and traditions of each country and region in which it operates. It shall conform to trade procedures, including licensing, documentation and other necessary formalities, as applicable. IBSPL's management practices and business conduct shall benefit the country, localities and communities in which it operates, to the extent possible and affordable, and shall be in accordance with the laws of the land.

The Company is committed to providing a work environment free of unlawful harassment. IBSPL policy prohibits harassment based on gender, race, religious creed, color, national origin or

ancestry, physical or mental disability, medical condition, marital status, age, sexual orientation, pregnancy, childbirth or related medical conditions, or any other basis protected by central, state, or local law or ordinance or regulation. All such harassment is unlawful.

Dress Code and other personal standards – All employees are expected to be properly groomed and dress neatly in a manner consistent with the nature of the work performed. Clear guidelines have been laid down regarding appropriate attire in the Company Employees Manual. When visiting or working at a client site, employees will adhere to the dress standards maintained at that particular site.

Drug & Alcohol Abuse – IBSPIL must maintain a healthy and productive work environment. Misuse of controlled substances, or selling or distributing, or possessing, or using or being under the influence of illegal drugs and alcohol on the job is absolutely prohibited. Similarly, the entire office environment and surrounding work area has been declared as a 'No Smoking' zone. This needs to be strictly adhered to. Similarly smoking in the customer's premises is also prohibited.

Safety in Workplace - The safety of people in the Workplace is a primary concern of the Company. IBSPIL shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. It shall prevent the wasteful use of natural resources and be committed to improving the environment. Every employee must comply with all applicable health and safety policies, and comply with all local laws to help maintain secure and healthy work surroundings.

Adherence to applicable laws - IBSPIL employees must comply with all applicable laws regulations, rules and regulatory orders. Each employee must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from the HR or Legal Department on specific Company policies and procedures. Violations of laws, regulations, rules and orders may subject the employee to individual criminal or civil liability, as well as to discipline by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

3. Financial control and documentation

IBSPIL shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards under the accepted guidelines, principles, standards, laws and regulations of the country in which it operates. Internal accounting and audit procedures shall reflect, fairly and accurately, all of IBSPIL's business transactions and disposition of assets, and shall have internal controls to provide assurance to the Company's Board of Directors that the transactions are accurate and legitimate. All required information shall be accessible to Company auditors and other authorized statutory bodies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition and no hidden bank account and funds. Any willful, material misrepresentation of and / or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws. No employee shall make, authorize, abet or collude in an improper payment, unlawful commission or bribing.

4. Company Confidentiality

The Company's confidential information is a valuable asset. IBSPL's confidential information includes product architectures, source codes, product plans and road maps, names and lists of customers, dealers, and employees; and financial information. This information is the property of the Company and may or may not be protected by patent, trademark, copyright and trade secret laws. All confidential information must be used for Company business purposes only. Every employee must safeguard it. This responsibility includes not disclosing the Company confidential information such as information regarding the Company's services or business over the internet. Every employee is also responsible for properly labeling any and all documentation shared with any outside Company as "Company Confidential". This responsibility includes the safeguarding, securing and proper disposal of confidential information of clients and/or third parties, which the Company has rightfully received under Non-Disclosure Agreements. No financial information may be disclosed without the prior written approval of the Chief Financial Officer.

Every employee shall also respect and observe the confidentiality of information pertaining to other Companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

5. Integrity of data furnished

Every employee shall ensure at all times, the integrity of data or information furnished by him/her to the Company. He/she shall be entirely responsible in ensuring that the confidentiality of all data is retained and in no circumstance transferred to any outside person/party in the course of normal operations without express guidelines from or, the approval of the management.

6. Company Assets

Protecting the Company's assets is a key responsibility of every employee. IBSPL employees are responsible for the proper use of Company assets and must safeguard such assets against loss, damage, misuse or theft.

Equipment - While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote Company's interests, all such computers and electronic devices, must remain fully accessible to the Company and will remain the sole and exclusive property of the Company.

Brand & Logo - Harvest it®, Harvest plus® and all other products of IBSPL are registered trademarks of the Company in India and abroad. They should be conspicuously marked with the ® designation or with a notation that they are registered trademarks of the Company whenever they are first used in any medium, presentation or other promotional context.

Physical Access Control - The Company has and will continue to develop procedures covering

physical access control to ensure privacy of communications, maintenance of the security of the Company communication equipment, and safeguard Company assets from theft, misuse and destruction. Every employee is personally responsible for complying with the level of access control that has been implemented in the facility where they work on a permanent or temporary basis. No employee must defeat or cause to defeat the purpose for which the access control was implemented. Every employee must care for that equipment and to use it responsibly only for Company business purposes. If Company equipment is used at home or off site, sufficient precautions must be taken to protect it from theft or damage. All Company equipment must be returned in the same condition in which it was taken once its use has been completed or in the event the employee leaves the services of the Company.

Company Funds - Every employee is personally responsible for all Company funds over which he or she exercises control. Company funds must be used only for Company business purposes. Every employee must take reasonable steps to ensure that the Company receives good value for the funds spent and must maintain accurate and timely records of every expenditure. Expense reports must be accurate and submitted in a timely manner.

Software - All software used by employees to conduct Company business must be appropriately licensed. No employee shall make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose the employee and the Company to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination. The Company's Systems Administration Department will inspect Company computers periodically to verify that only approved and licensed software has been installed.

Electronic Communication – Every employee must utilize the Company's electronic communication devices in a legal, ethical, and appropriate manner. IBSP has the responsibility to ensure the fair and proper use of all electronic communications devices within the organization, including computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones. Posting or discussing information concerning the Company's services or business on the Internet without the prior written consent of the Company is prohibited. Any other form of electronic communication used by employees currently or in the future is also intended to be encompassed under this policy.

Records & Other Documentation - IBSP is required by local, state, national, foreign and other applicable laws, rules and regulations to maintain certain records and to follow specific guidelines in managing its records. Records include paper documents, CDs, computer hard disks, email, floppy disks, microfilm or all other media. Civil and criminal penalties for failure to comply with such guidelines can be severe.

7. Market competition

No IBSP employee shall engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities. Those employees, authorized by the Company to do so, shall market the Company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive

information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

8. Equal opportunity

IBSPL shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, color, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability. Human resource policies shall promote diversity and equality in the workplace, as well as compliance with all local labour laws, while encouraging the adoption of international best practices. Every employee shall be treated with dignity and in accordance with the IBSPL policy of maintaining a work environment free of all forms of harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and decisions are based on merit.

9. Gifts and donations

An employee shall 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 favors for the conduct of its business. IBSPL shall cooperate with governmental authorities in efforts to eliminate all forms of bribery, fraud and corruption. However, in exceptional cases, an employee may, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and are of a commemorative nature.

10. Conflict of Interests

Every employee is expected to devote their full attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with performance or responsibilities or is otherwise in conflict with or prejudicial to the Company. IBSPL policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, they must disclose to the Company any interest they have that may conflict with the business of the Company.

As a practice of good governance every employee shall safeguard the confidentiality of all information received by them by virtue of their position. An employee shall not accept a position of responsibility in any other non-IBSPL Company without specific sanction. A conflict of interest, actual or potential, may arise where, directly or indirectly where

- a) An employee engages in a business, relationship or activity with anyone who is party to a transaction with IBSPL.

- b) An employee is in a position to derive an improper benefit, personally or to any of his / her relatives, by making or influencing decisions relating to any transaction.
- c) An independent judgment of the Company's best interest cannot be exercised. The main areas of such actual or potential conflicts of interest shall include the following:
 - i) An employee conducting business on behalf of IBSPL or being in a position to influence a decision with regard to IBSPL's business with a supplier or customer where his / her relative is a principal officer or representative, resulting in a benefit to him / her or his / her relative.
 - ii) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee where such an individual is in a position to influence decisions with regard to such benefits.
 - iii) The interest of the Company can be compromised or defeated.

Notwithstanding such or any other instance of conflict of interest that exist due to historical reasons, adequate and full disclosure by interested employees shall be made to the Company's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, including parents, spouse and children, may have in a family business or a company or firm that is a competitor, supplier, customer or distributor of or has other business dealings with IBSPL. Upon a decision being taken in the matter, the employee concerned shall be required to take necessary action, as advised, to resolve / avoid the conflict.

If an employee fails to make the required disclosure and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management shall take a serious view of the matter and consider suitable disciplinary action against the employee.

11. Statutory Bodies

IBSPL shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies. An employee shall not, unless mandated under applicable laws, offer or give any Company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favorable performance of official duties.

12. Political neutrality

IBSPL shall be committed to and support the constitution and governance systems of the country in which it operates. IBSPL shall not support any specific political party or candidate for political office. The Company's conduct shall preclude any activity that could be interpreted as mutual

dependence / favor with any political body or person, and shall not offer or give any Company funds or property as donations to any political party, candidate or campaign.

13. Quality of products and services

IBSPL shall be committed to supply goods and services of world class quality standards, backed by after-sales services consistent with the requirements of its customers, while striving for their total satisfaction. The quality standards of the Company's goods and services shall meet applicable national and international standards.

14. Cooperation with Group Companies

IBSPL shall cooperate with other Companies within the Zoom Group, by sharing knowledge and physical, human and management resources, and by making efforts to resolve disputes amicably, as long as this does not adversely affect its business interests. In the procurement of products and services, IBSPL shall give preference to other Group Companies, as long as they can provide these on competitive terms relative to third parties.

15. Public representation

IBSPL honors the information requirements of the public and its stakeholders. In all its public appearances, IBSPL shall be represented only by specifically authorized directors and employees with respect to disclosing Company and business information to public constituencies

such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers. It shall be the sole responsibility of these authorized representatives to disclose information about the Company.

16. Use of the iSmart brand name

The use of the iSmart name and Product trademark shall be governed by manuals, codes and agreements to be issued by IBSPL. No third party or joint venture shall use the iSmart brand to further its interests without specific authorization.

17. Company policies

IBSPL shall recommend to its board of directors the adoption of policies and guidelines periodically formulated.

18. Shareholders

IBSPL shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholder rights. The board of directors shall duly and fairly inform its shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with relevant regulations and agreements.

19. Public Life

Any involvement of an employee in civic or public affairs shall be with express approval from the Board subject to this involvement having no adverse impact on the business affairs of IBSPL or the Group.

20. Contravention Disclosure

Every employee shall promptly report to the management, when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanor or act not in the Company's interest. Any employee can choose to make a protected disclosure under the whistleblower policy of the Company, providing for reporting to the chairperson of the audit committee or the board of directors or specified authority. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which shall bear the identity of the whistleblower. The Company shall ensure protection to the whistleblower and any attempts to intimidate him / her would be treated as a violation of the Code.

21. Disciplinary Action

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to IBSPL and all its stakeholders and are essential to its ability to conduct business in accordance with its stated values. All employees are expected to adhere to these rules in carrying out their duties to the Company. IBSPL will take appropriate action against any employee whose actions are found to violate these policies. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion. Where IBSPL 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.

----- 000 -----