

eClerx

Code of Conduct

Standard Operating Procedure



Project	Code of Conduct
Company	eClerx Services Ltd.
Prepared by	Legal & Secretarial

Document Title: Code of Conduct	
Template Version:	
Last Updated: January 31, 2019	

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1. Introduction

The Code of Conduct ('**Code**') has been adopted by eClerx Services Limited ('**Company / eClerx**') to comply with the applicable rules of the Stock exchanges, where the securities of the Company are listed, including but not limited to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), and the applicable provisions of the Companies Act, 2013 and rules thereunder. eClerx is committed to conducting its business in accordance with the applicable laws, rules and regulations with highest standard of business ethics. This Code recognizes and is complementary to all rules, regulations, manuals and procedures that may be laid down by the Company from time to time.

eClerx is committed to continuously review and update its policies and procedures. Therefore, this Code will be subjected to review and modification as and when necessary.

The Code cannot address every situation that may occur. You are expected to exercise good judgment and ask questions whenever you have any question or feel the need for any guidance or clarification.

2. **Applicability**

The Code has been prescribed as a guiding principle for doing business and is addressed to all those who does any act for and on behalf of the Company.

This Code is applicable to our Board of Directors and employees of the Company including employees of subsidiaries and associate companies (collectively referred hereinafter, for the sake of brevity, as 'Officer(s)').

This Code also applies to the Company's agents, business partners, third party vendors, suppliers, consultants, customers and others acting on the Company's behalf, whether operating out of any eClerx location or otherwise.

The scope of this Code can be extended to such persons as the Board of Directors may deem fit.

The Code has been approved by the Board at its Meeting held on May 26, 2008. The Code was further amended on May 18, 2011, March 7, 2012, July 24, 2012, July 31, 2014, May 23, 2018 and then on January 31, 2019 with effect from April 1, 2019.

In case any of the provision(s) of this policy is found to be conflicting with any other applicable laws and/or statutory provisions which might govern and/or impact the said provisions of this policy, as the case may be, such applicable laws and/or statutory provisions would have overriding effect to the effect of such provisions in this policy.

3. Independent Director

Independent Director, for the purpose of this Code shall mean, as defined under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, and such other regulations as applicable.

The duties of Independent Director shall be governed by the Code of Conduct for Independent Directors, as approved by the Board of Directors of the Company.

4. Annual Declaration by Directors and Senior Management Personnel

As required under Regulation 26 (3) of Listing Regulations, the Board of Directors and Senior Management Personnel of the Company shall sign and submit the first declaration to the Company Secretary (as per Annexure – I) indicating that they have received, read, understood and agreed to comply with the Code.

Additionally, the Board of Directors and Senior Management Personnel shall sign and submit the declaration to the Company Secretary (as per Annexure – II) on an annual basis, within 30 days of the close of every financial year, affirming compliance with the provisions of this Code.

The Senior Management Personnel for the purpose of Clause 4 herein-above, shall mean employees of the Company and its subsidiaries/associate Companies who are members of its **core Management team** (employees in the cadre of Associate Principal and above) excluding Board of Directors. This would comprise of all members of the management **one level below the CEO/MD/WTD/Manager** (including CEO/Manager, in case they are not part of the Board) which would cover employees in the cadre of Managing Principal, and shall also include the **Company Secretary and Chief Financial Officer**.

5. Equal Opportunity Employer

- The Company is committed to the principles of equal employment opportunity for all. We provide equal employment opportunity to all qualified individuals without regard to age, race, caste, physical disability, gender, sexual orientation, color, marital status, religion or belief, nationality, social or ethnic origin, or family medical history (collectively defined as “protected class of characteristics”) and any other protected class of characteristics that may be defined under the relevant Anti-Discrimination laws of the countries where the company or its affiliates operate out of, in all aspects of employment, including selection, job assignment, promotion, compensation, transfer, reassignment to a different process or location, discipline, termination, and access to benefits and development opportunity.
- All employment decisions are based on business needs, job requirements, individual qualification, and performance (as applicable). Individuals to be hired, promoted, transferred, or trained are selected on the basis of merit and the best qualification available for the successful execution of evolving business demands.
- The Company provides for fair treatment to all employees based on merit.
- The Company provides for a non-discriminatory and inclusive environment for all employees.

6. Human Rights

All Officer(s), agents and business partners acting on behalf of the Company shall respect the human rights and dignity of all our stakeholders.

The Company treats all employees with dignity and maintains work environment free of sexual harassment – physical, verbal or psychological

The Company does not employ children at its workplaces or use forced labour in any form.

The Company does not confiscate personal documents of its Officers, or force them to make any payment to us or to anyone else in order to secure employment with us, or to work with us.

7. Good Corporate Citizenship

While eClerx continues to provide expert outsourcing options, it has not lost sight of its responsibilities as a change agent for accelerating the pace of social and economic transformation across various segments.

- Behaving responsibly as a global citizen is an inextricable part of our heritage. We uphold human rights in all of our global operations. All employees of eClerx worldwide are entitled to fair wages and hours, consistent with local laws, and are entitled to work in an environment free from discrimination.
- We are committed to preserving the environment and we utilize sustainable practices to reduce our carbon footprint and ensure our impact on the world is a positive one. Employees of eClerx must ensure compliance with all applicable environmental laws, regulations, and standards.

Child rights and education is one such cause that resonates broadly within the eClerx family. The mission of eClerx Cares is committed to being participants of progress by supporting initiatives in education and child welfare to help measurably improve the lives of underprivileged children.

8. Principles of Conduct

All Officer(s), agents and business partners acting on behalf of the Company shall pursue the highest standards of ethical conduct in the interests of shareholders and all other stakeholders. In particular, they should:

- Not take improper advantage of the position in the Company
- Act honestly and use their powers of office, in good faith and in the best interests
- Use due care and diligence in fulfilling the functions of their work and exercising the powers attached to it
- Be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all the decisions taken by the Senior Management
- Not engage in conduct likely to bring discredit upon the Company
- Make all necessary disclosures in respect of transactions covered under this Code of Conduct, to the Company in terms of the Companies Act, 2013, the Listing Regulations and any other law for the time being in force
- Maintain highest level of professional conduct that would enhance the image, goodwill and creditability of the business of the Company
- Create an atmosphere of highest integrity, trust, fairness and honesty in performance of their duty which should strengthen the bond of relationships with people both internally and externally

9. Financial Reporting and Record

The Officer(s), agents and business partners acting on behalf of the Company shall:

- Prepare, maintain and report accounts in accordance with the generally accepted accounting and financial standards, guidelines, principles, laws and regulations of the country as may be applicable to the Company.
- Make accounting information accessible to the auditors of the Company, other authorized parties and government agencies, as and when required as per Company policy
- Not willfully omit any Company transactions from books and records
- Note that any misrepresentation and / or misinformation of the financial accounts and reports is a violation of the code and applicable accounting and financial standards, guidelines, principles, laws and regulations apart from inviting civil or criminal action
- Devise and maintain an adequate system of internal accounting controls that provide sufficient reassurance that:
 - Transactions are executed according to management's general or specific authorization
 - Transactions are recorded as necessary to permit preparation of financial statements according to generally accepted standards and to maintain accountability for assets
 - Access to assets is permitted only in accordance with management's general or specific authorization
- Maintain records of all transactions, including:
 - Political contributions, if any
 - Payments to government officials, if any
- Make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect the business transactions and dispositions of the assets. 'Reasonable detail' means such level of detail as would satisfy prudent officials in the conduct of their own affairs.
- Comply with all laws and regulations of all applicable jurisdictions;
- Not to do anything which may amount to violations by the Company of any applicable law or regulation;
- Comply with all policies, rules, regulations and Codes of the Company.

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10. Conflict of Interest

Each Officer is expected to avoid any outside activity, financial interest or relationship that present a possible conflict of interest or appearance of a conflict of interest.

A conflict of interest arises when:

- An Officer's private interest interferes in any way or even appears to interfere with the interest of the Company
- An Officer receives a personal benefit as a result of his / her position against the interest of the Company
- An Officer takes any action or has interest that makes it difficult to perform his / her duties for the Company objectively and effectively
- An Officer has any ownership or interest, either directly or through his / her 'relatives' in any customer, business associate or competitor of the Company
- **Related Parties:** The Officers shall, before conducting Company's business activities with a relative and / or a business in which a relative is associated in any manner, disclose the same before the Board of Directors (or any Director designated by the Board for the said purpose) in the prescribed Form (Annexure – III, as attached) and take prior approval of the same

All Officers shall disclose the potential conflict of personal interest that they may have relating to all financial and commercial transactions to the Board / Director designated for the purpose.

Provided that the Officer shall be presumed to be interested, also when he/she or his / her relatives, apparently has powers to influence the decision making process of the entity with whom the transaction is proposed.

Furthermore the term 'relative' as defined under the Companies Act, 2013 is forming part of this code as Annexure IV.

The above situations as set out in Clause 10, herein-above, are not exhaustive. There may be various instances where the personal interest of Directors / Officers may conflict with the interest of the Company. Thus the Director(s) / Officer(s) shall where their personal interest conflicts or appears to conflict with those of the Company, must promptly disclose the same in the prescribed Form (Annexure – III, as attached) and take prior approval, if and as may be required.

11. Transparency

The Officer(s), agents and business partners acting on behalf of the Company shall ensure that their actions in the conduct of business are totally transparent except where the need of business activity dictates otherwise. Such transparency shall be brought about through appropriate policies, systems and processes.

12. Special Consideration, Gifts and Other Benefits

▪ Receiving Gifts

Under no circumstances shall any Officer directly or indirectly solicit, accept or retain any gift, entertainment, trip, discount, service, or other benefit from any organization or person doing business with eClerx or competing with eClerx, other than

(i) modest gifts or entertainment, not exceeding normal, appropriate and justifiable value from any Person, Client, Vendor or Entity, as part of normal business courtesy and hospitality that would not influence and would not reasonably appear to be capable of influencing, such person to act in any manner which is not in the best interest of the Company.

If the gift, entertainment, trip, discount, service or hospitality received is more than a token gift or modest meal/ entertainment or if it is more than normal, appropriate and justifiable value in the ordinary course of business, the concerned officer must obtain prior written approval from his/her skip level APGM++ level manager and must notify the HR Head of the Company giving full details of the gift or hospitality received including the approximate value, the purpose or intention of the gift or hospitality, the name of the recipient and provider of the gift or hospitality and their relationship.

All such cases, if any, should be presented to the meeting of Board of Directors, at least twice in a financial year.

In case the HR Head decides that the gift should not be retained by the concerned Officer, then the concerned Officer would need to hand over the gift to the Company for being used for Charity purpose under Company's philanthropy initiative(s) or for returning.

No Officer shall offer or make directly or indirectly any illegal payments, remuneration, gifts, donations or comparable benefits to obtain business or uncompetitive favour to any person, organization or entity irrespective of whether such person, organization or business entity shares any business or official relationship with eClerx

Explanation: For the purpose of this clause and the policy, "normal and appropriate value" shall mean any value less than approximately INR 2500 per annum for giving/receiving gift/hospitality from/to one Person, Client, Vendor or Entity in India and any value less than approximately USD 100 per annum for giving/receiving gift/hospitality from/to one Person, Client, Vendor or Entity at location other than India in which eClerx operates.

▪ Giving Gifts

There should be no business pending before any government agency whose officials are the beneficiaries of undue / unreasonable gifts, travel, or entertainment expenditures. Gifts and / or entertainment should be legal, within accepted industry norms, and consistent with Company policy.

The Officers and agents are prohibited from making any kind of corrupt payment to any Government or other official on behalf of the Company or to represent the Company in any matter related thereto.

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13. Confidential Information

eClerx regards the lawful and correct treatment of personal information as being of utmost importance. The Company has in place a Policy for Data Privacy and Protection, which applies to privacy of information held not only by eClerx but also to personal data held or processed on its behalf by third parties.

All Officers shall maintain the confidentiality of confidential information of the Company or that of any vendor, agent, customer, supplier or business associate of the Company to which the Company has duty to maintain confidentiality, except when disclosure is authorised by the Company or is required by law. All confidential information must be used only for the Company's business purposes or legitimate purposes as defined under the applicable data privacy laws in force from time to time. The use of confidential information for his / her advantage or profit is prohibited.

Officer(s), agents and business partners acting on behalf of the Company who handle the personal data of others must:

- Act in accordance with applicable law
- Act in accordance with any relevant contractual obligations
- Collect, use and process such information only for legitimate business purposes
- Limit access to the information to those who have a legitimate business purpose for seeing the information
- Take care to prevent unauthorized disclosure.

The Company also has a Privacy Policy which explains how eClerx collects, uses and discloses the information you provide while using the eClerx website at www.eClerx.com.

14. Company's Spokesperson

No Officer, agent or business partner acting on behalf of the Company shall announce or communicate any important or price sensitive information to the press, financial analysts or such other agencies except as stated below:

- All inquiries or calls from the press and financial analysts should be referred to the Company's CFO or to any person or agency specifically authorized by the Company in writing
- The Chairman, Executive Director, Director and / or any person authorized in writing shall be the Company's spokespersons on financial and operational matters
- Press Release or other communication containing price sensitive information shall not be released without providing a copy of such communication to the Stock Exchanges
- No Officers, agent or business partner shall spread any rumors or other speculative unpublished information to the investment agencies or market intermediaries

15. Use of Social Media

Social media has become an integral part of our everyday lives and plays a very important role in our communication. eClerx respects your right to use social media (Whatsapp, Facebook, Twitter, LinkedIn, etc.). However, you must adhere to this Code and other Company policies, while using social media for both personal and professional purposes.

16. Trading of eClerx Shares

When trading in eClerx shares while in possession of the confidential information, the Officer(s), agents and business partners shall abide by the provisions and disclosure norms prescribed in SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for prohibition of Insider trading and Code for Fair Disclosure, as applicable and as amended from time to time.

17. Rightful Use of Company's Assets

All the assets of the Company both tangible and intangible shall be employed for the purpose of conducting the business for which they are duly authorized. None of the assets of the Company should be misused or diverted for personal purpose.

Theft of Company assets whether physical theft such as unauthorized removal of Company product, equipment or information or theft through embezzlement or intentional misreporting of time or expenses shall be treated as a violation of this Code. The Company treats workplace theft of assets belonging to its Officer(s) the same way it treats theft of Company assets.

18. Clear Desk / Clear Screen Policy

The Company has adopted clear desk policy for papers and removable storage media and a clear screen policy for information processing facilities. Officers must note that computer systems on the Company's network shall get locked automatically after 5 minutes of inactivity. The Company trains its Officer(s) for responsibly maintaining their password adequately and the security of the information equipment as well.

19. Third-Party Software (TPS) / Open Source Software (OSS)

Officers shall ensure that any Third-Party Software (TPS) or Open Source Software (OSS) should only be used under a license and/or as permitted by the Company Policies and applicable laws and regulations.

20. Cost Consciousness

All Officer(s), agents and business partners acting on behalf of the Company should strive for optimum utilization of available resources. They shall exercise care to ensure that costs are reasonable and there is no wastage. It shall be their duty to avoid ostentation in Company's expenditure.

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21. Intellectual Property

Officers should not infringe or violate the intellectual property rights of others and should use proprietary material of others only under valid licenses, in accordance with the terms of such licenses. Any unauthorized receipt or use of the intellectual property of others may expose eClerx to civil & criminal liabilities and Officers are advised to strictly adhere by all eClerx policies and procedures, including those governing the appropriate handling of unsolicited intellectual property.

Intellectual property (“IP”) created by an employee/Officer in the course of his employment, or in relation to a certain field, is owned by eClerx. Such a person waives off his rights in relation to any work in which such intellectual property rights are vested with such person during his employment tenure with the Company. The Officers and employees of the Company are duty bound to ensure that there are no infringement of the Intellectual Property rights of the Company either due to own volition or on account of negligence, omissions or errors. In case of any such breach of the Company’s Intellectual Property rights, the Officers and Employees of the Company must forthrightly inform the company without any undue delay of such breach. The Company at its discretion would take such recourse as necessary under the applicable laws to enforce its Intellectual Property rights and claim damages as appropriate from such Officer and/or employees pertaining to the breach of its IP rights.

22. Compliance with Competition Laws

The Officers, agents and business partners acting on behalf of the Company must comply with the antitrust and competition laws of the countries where we do business. In general, we must avoid agreements, understandings, or plans with competitors that limit or restrict competition, including price fixing and allocation of markets. To compete fairly in the marketplace, we must show the same respect for the confidential information of our competitors that we show for our own. We may only gather competitive information in a lawful and ethical manner, never through deception or misrepresentation.

23. Anti Boycott Laws

In the course of work, Officers, agents and business partners acting on behalf of the Company may receive requests for eClerx to boycott certain countries, companies, persons or other entities. Officers, agents and business partners should not co-operate with any boycott that is not initiated by the relevant authorities as it may be considered as an illegal foreign boycott. Be alert to these situations, as these requests may be contained as part of larger documents such as master service agreements, invoices or statements of work.

24. Anti Corruption and Anti Bribery

The Company complies with anti-corruption and anti-bribery laws as may be applicable wherever we do business. Officers and those representing the Company, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours for the conduct of our business. The Company has in place an Anti-Bribery and Anti-Corruption policy which shall be strictly adhered to by the Officers, agents and business associates and others to whom it is applicable.

25. Political Activities

eClerx encourages its Officers, agents and business associates to participate in the political process, e.g., campaigning for a candidate for political office, when it is clear that such activity is conducted on an individual basis— not on behalf of eClerx or during business hours.

The Company reserves the right to communicate its position on important issues to the elected representatives and other government officials. Funds or assets of the Company must not be used as contribution for political campaigns or political practices under any circumstances without the prior written approval of the Board. We do not use Company resources for personal political activities neither do we encourage the same under any given circumstances. We also do not indicate in any manner that we represent our Company's opinion about a candidate for office or any political cause or decision of any government.

26. Lobbying

Lobbying is strictly regulated under the laws of most jurisdictions and is often defined broadly to include communications about and efforts to influence not just legislation, but also executive action, administrative matters, execution of government programs, regulatory proceedings, and government contracts.

Wherever Company's work includes meetings with government, elected officials, all of these can be construed as 'lobbying' as it can have some influential effects. Officers, agents and business partners must be aware that such activities are regulated and is undertaken as per the legal and justifiable requirement, and any Officers, agents and business partners in no circumstances should claim to represent Company at such meetings unless they are specifically designated by the Company to do so. As in all other spheres of our activity, any meetings of this sort should be carried out with high integrity, in line with Company values.

27. Prohibition Against Money Laundering

Money laundering is the act of concealing the transformation of profits from illegal activities and corruption into ostensibly "legitimate" assets. As part of eClerx commitment to accurate recordkeeping, we must be aware that people involved in criminal activity may attempt to enter into transactions with the Company to "launder" the proceeds of their criminal activities to hide the funds or make them appear to be from legitimate activities.

The Company is committed to conducting business only with reputable customers involved in legitimate business activities, with funds derived from legitimate, lawful sources.

Officers, agents and business partners acting on behalf of the Company should;

- exercise caution that Company products and services are not used for any money laundering or illicit financial activity, including terrorism
- detect and report suspicious activities
- while dealing with clients, suppliers, and other business partners, ensure they are engaged in a legitimate business, and committed to complying with applicable regulations.
- adhere to all applicable money laundering laws and regulations.

28. Ethics in Business Activities

The Company upholds strict standards for quality when working under its client contracts. The Officers, agents and business partners acting on behalf of the Company are responsible for knowing and complying with contractual obligations applicable to their work. They cannot deviate from contractual specifications without the proper approvals.

Communications about eClerx services, whether oral or in written promotional materials, presentations, or slide decks should always meet high standards of accuracy and integrity. Officers, agents and business partners acting on behalf of the Company shall never take unfair advantage of potential or current customers or vendors through manipulation, concealment, abuse of confidential information, misrepresentation of facts, or any other unfair-dealing practice.

Officers, suppliers, consultants, customers, third party vendors, agents, business partners, and others acting on the Company's behalf, must comply with applicable international trade laws, including those dealing with export controls, anti-boycott regulations, etc.

29. Dealings with Customers

The Company is committed to supplying services of high quality that meet all applicable laws. eClerx markets its services on its own merits and does not make unfair or misleading statements about the products and services of competitors, and all its employees, agents, business partners, third party vendors, suppliers, consultants, customers and others acting on its behalf must adhere to these terms.

The Company's dealings with its customers shall be professional, fair and transparent. eClerx respects customers' right to privacy in relation to their personal data and shall safeguard customers' personal data, in accordance with applicable laws.

30. Business with Suppliers

The Company shall select suppliers and service providers fairly and transparently. The suppliers and service providers of the Company shall represent the Company only with duly authorised written permission from the Company.

Suppliers are expected to abide by this Code in their interactions with, and on behalf of the Company, including respecting the confidentiality of information shared with them.

Officers are required to ensure compliance with the procurement policy of the Company for business dealings with suppliers, as may be applicable.

31. Commitment to Stakeholders

The Company is committed to enhancing shareholder value and complying with laws and regulations that govern shareholder rights. The Company shall inform its stakeholders about relevant aspects of business in a fair, accurate and timely manner and shall disclose such information in accordance with applicable laws. The Company has in place a Policy for determining material events or information and its disclosure, which is prepared in line with the Listing Regulations.

32. Corporate Social Responsibility

The Company continues to earmark a corpus every year for Corporate Social Responsibility (CSR) activities. The eClerx Cares team under the guidance of CSR Committee and in adherence to the CSR Policy is responsible for championing all philanthropy and CSR initiatives of the Company.

The mission of eClerx Cares is committed to being participants of progress by supporting initiatives in education and child welfare to help measurably improve the lives of underprivileged children. Before making a charitable contribution on behalf of eClerx, Officers should keep in mind that the recipient is a registered, tax-paying, recognized organization and that such contributions are permissible under CSR Policy of the Company.

Any amounts contributed or donations made towards charitable causes under CSR shall be fairly and accurately reflected in eClerx' books of accounts.

33. Health, Safety and Environment

eClerx is committed to achieving high standards of occupational health and safety throughout the organization as an environmentally responsible organization.

All Officers, agents and business partners acting on behalf of the Company shall strive to provide a safe and healthy working environment and shall follow all prescribed safety and environment related norms.

The Company has in place Environment, Health and Safety Policy which applies to all employees, contractors and visitors at work, company organised events and for employees during their travel between home and work and during business related travel. It is the duty of our employees to ensure compliance with the Environment, Health and Safety Policy. The policy complies with the legal requirements of the applicable health and safety laws of the countries wherein we or our affiliates conduct business.

Officers must take reasonable care for their own health and safety and for that of others who may be affected by their actions. They must inform their managers in case they contract any contagious diseases or observe the same amongst their team members. Officers should not be under the influence of alcohol or illegal substances during working hours. The Company does not promote, support or encourage excessive consumption of alcohol at after-hours gatherings or social functions.

34. Anti-Sexual Harassment

The Company has in place an Anti-Sexual Harassment Policy in line with requirements, inter- alia, of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

An Internal Compliance Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainee) are covered under this policy.

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35. Observance and Violation of the Code

It is imperative that Officer(s), Company's agents, business partners, third party vendors, suppliers, consultants, customers and others acting on behalf of the Company shall follow the Code. These standards apply while working on the premises, at offsite locations wherever business is being conducted, or at any other place or where the said persons are acting as a representative of the Company.

The Board of Directors and Senior Management Personnel of the Company shall affirm compliance with the Code on an annual basis each year under Clause 4 of the Code.

Violations of this Code will result in disciplinary action. The Board of the Company or any committee / person designated by the Board for this purpose shall determine appropriate action in response to violations of this code. The following action(s) may be taken depending on the severity of the situation:

- Verbal warning
- Written warning
- Probation
- Suspension/ blacklisting
- Termination of employment/ business contract
- Litigation (civil and/or criminal)
- Imposition of damages
- Any other penal remedy that may be available to the Company under the applicable law of the country where the act has been committed or any other such actions as may be warranted depending on the circumstances of the case

Anyone who breaches this policy and/or any applicable laws and regulations which falls within the ambit of this policy shall indemnify eClerx against all claims, actions, damages, losses, liabilities and costs, including reasonable legal fees, that may be incurred /suffered by eClerx on account of any non-compliance of such person with this policy and/or such applicable laws and regulations which makes the company liable for such a breach.

Investigations against violations of this Code will be conducted in confidence and will be respectful and fair. If any person reports a potential violation in good faith, you are assured of all support from the Company. This support is extended to any person who is assisting in any investigation or process with respect to such a violation as well.

Any person can report any potential violation in good faith without worrying, for instance if it will affect you professionally. Any such retaliation may be immediately reported to the reporting Manager, HR head, Compliance Officer or Chief Financial Officer. If any Officer is the subject of an external investigation, you should immediately report this to your manager unless it is prohibited by law.

36. Government Investigations

Nothing in this Code precludes Officers, agents, business partners, customers, suppliers, etc. from reporting a violation of law to any government agency, or from cooperating in any government investigation. If you have any questions about government investigations, please direct them to the Compliance officer of the Company.

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37. Placement of The Code on Website

Pursuant to Listing Regulations, the Code and any amendments thereto shall be posted on the website of the Company.

38. Amendment of The Code

The Code may be amended to meet the requirements of any relevant statute or the business interest of the Company by the Board of the Company.

Unless otherwise specified, such amendments shall be effective from the date of meeting of the Board at which such amendments are approved.

39. Administering The Code

The Corporate and Secretarial Team is responsible for administering the Code and reports to the Audit Committee of the Company.

40. Whistleblowing

We encourage our Officers, Company's agents, business partners, third party vendors, suppliers, consultants, customers and others acting on the Company's behalf, whether operating out of any eClerx location or otherwise to speak up or escalate issues pertaining to the violation of this Code or any matters ancillary thereto as per our Whistleblowing Policy.

For **ECLERX SERVICES LIMITED**

Place: Mumbai

Date: January 31, 2019

Sd/-

P. D. Mundhra
Executive Director

Annexure – IV

List of Relatives

List of relatives in terms of clause (77) of Section 2 of the Companies Act, 2013

Relative with reference to any person, means anyone who is related to another if:

1. They are member of a Hindu Undivided Family
2. They are Husband and wife

As covered under the Companies (Specification of Definitions details) Rules, 2014, framed under the Companies Act, 2013

A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:

3. Father, including step-father
4. Mother, including step-mother
5. Son, including step-son
6. Son's wife
7. Daughter
8. Daughter's husband
9. Brother, including step-brother
10. Sister, including step-sister

This Code will also be applicable to such other relative(s), though not specifically named herein but is / are dependent on the Directors / Senior Management Personnel / or any other person to whom the Code applies.