

CODE OF CONDUCT

AXISCADES Technologies Limited

Code of Business Conduct & Ethics

This code of Business conduct and Ethics helps ensure compliance with legal requirements and our standard of Business conduct. All the staff members, employees are expected to read and understand this Code of Business Conduct and Ethics, uphold them and comply with all the applicable procedures and policies and make others who are in any way related or are dealing with the company, aware to these standards.

Because the principals described in this Code of Business Conduct & Ethics are general in nature, you should also review all the company policies and procedures for more specific instruction and contact Human Resources Department or Legal Department in case of any doubt.

Nothing mentioned in this Code implies an employment contract to term of employment. We are committed to continuously reviewing and updating our policies and hence this code is subject to modifications.

AXISCADES Corporate Governance Policy/ Rules and procedures has been revised to incorporate changes in the Corporate Structure.

Compliance is every ones business

Ethical business conduct is critical to our business. As an employee and being a part of the company, your responsibility is to respect and adhere to these practices. Violation of law, this code of Business conduct and Ethics or other company policies and procedures can lead to disciplinary action up to and including termination. Wherever you are unsure about appropriateness of an event or action, you may always seek assistance by contacting Legal Department.

Conflict of Interest

There are various areas / fields where your interest can conflict with that of company's interest therefore 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 which is otherwise prejudicial to the company.

It is also not acceptable nor advisable to serve on the Board of the competing company. Our policy requires to take approval from the Legal Department before accepting the directorship in any company other than competing company.

You should also avoid conducting companies business with the Relatives and in case of unavailability, you must fully disclose the transaction to the companies CEO/CFO which will be placed before the Audit committee, if material, and will be reviewed and approved by it in writing in advance of such related party transaction.

Misutilisation / Misuse of Corporate opportunities/ Assets/ Property

Employees, officers and directors 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 Board of Directors and consent is taken.

Care should be taken to ensure that assets are not misappropriated without proper authorization. Everyone is personally responsible for all company funds over which he or she exercises control. Expenses must be supported by genuine proofs.

Protecting the company's confidential information

The company's confidential information is a valuable asset which includes all its trade/ business secrets. This is a property of the company and needs to be protected. All such information must be used for the purpose of company's business only. This information should not be disclosed to the outsider. Every transaction needing the disclosure of any such information, needs to be supported by a proper Non-Disclosure agreement.

Obligation under Securities Laws to Prevent "Insider" Trading

Obligations under SEBI Laws and regulations apply to everyone. All the employees, officers, directors, contractors, consultants of the company may come across any significant, unpublished price sensitive information. This information is the property of the company. You may not earn

profit from it by dealing in company securities based on this information or passing such information to others to enable them to earn/make profits.

This trading is called an insider trading which is a crime. You should contact the compliance officer if you are unsure as to whether or not you are free to trade.

Authority Delegation

Company has framed its internal authority delegation / corporate governance policy.

Reporting concerns

Every employee shall promptly report to the Management any actual or possible violation of this code he or she becomes aware of that could affect the business or reputation of the company.

Duties of Independent Directors

The Independent directors shall :

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which the are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the company and the external environment in which it operated;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approve by the Board or required by law.