



# **Cranes Software International Limited**

## **Code of Conduct and Ethics.**

### **Introduction**

*This Code of Conduct & Ethics for the Directors & Senior Management of the Company and its subsidiaries (collectively referred to hereinafter as the “Code”) is aimed to help it maintain and improve on its high business standards. This has been formed to be in line with the requirements of SEBI regulations. The main purpose of this Code is to deter wrong doing and promote good conduct in all facets of business operations.*

*This Code is applicable to all the Directors and Senior Management (Member) of the Company.*

*Every Member shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit. This Code of Conduct sets out, in addition to legal and regulatory compliance standards, basic policies concerning ethical business practices and activities*

*The corporate values of the Company are the basis for the Code and are also the foundation of all acts and dealings. The Company shall strive to provide a safe and healthy working environment and comply with all regulations of the territory it operates, in the Conduct of its Business Affairs.*

### **Conflict of Interest.**

*A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. A Director or an executive of the Company shall avoid such conflicts, discloses fully such actual and apparent conflict of interests.*

*All are expected to devote full attention to the business interests of the Company, and are prohibited from engaging in any activity that interferes with official performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company.*

*It is a conflict of interest to serve as a Director of any company that competes with the Company. The policy requires that you first obtain approval from the Company before accepting a Directorship. Similarly all employees who are leaving this Company are expected not to join any company which competes with our Company for a period of at least 1 year.*

*Generally all conduct of business with a relative or is associated in any significant role shall be avoided. If such related party transaction is unavoidable, it must be fully disclosed to the Company. Any dealings with a related party must be conducted in such a way that no special treatment is given to the party.*



*The Company discourages the employment of relatives in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor/subordinate relationship). Willful withholding of information regarding a prohibited Relationship / reporting arrangement may be subject to corrective/ penal action as may be deemed fit by the Company.*

*Notwithstanding that such or other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the company's HR Department. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with his or her company.*

*Every employee who is required to make a disclosure as mentioned above shall do so, in writing, to the HR Department, who shall forward the information along with comments to place it before the MD/CEO and/or the Board of Directors / Executive committee appointed by the board and, upon a decision being taken in the matter, the employee concerned will be required to take necessary action as advised to resolve / avoid the conflict.*

*If an employee fails to make a disclosure as required herein, 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.*

*All doubts in this regard need to be clarified with Executive Vice President –HR and/or the Chief Financial Officer of the Company who shall obtain such clarifications as required from the Board to enable provide the clarification..*

### **Compliances with the Local Laws & Regulations.**

*All Directors / Officers shall comply with the Local Laws and regulations in all their dealing. They shall acquire appropriate knowledge of the legal requirements relating to their duties so as to enable them to recognize the potential dangers and to know when to seek advice of the CFO. They shall be responsible for the actions taken for such non-compliances. The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors of the Company shall inform its shareholders about all relevant aspects of the company's business, and disclose such information in accordance with the respective regulations and agreements.*



### **Asset Ownership Policy**

*The assets of the Company have to be protected at all times from loss, damage, misuse or theft and they shall be utilized optimally utilization of assets and to report and record all transactions. These assets may only be used for business purposes and other purposes specifically approved by the Company and must never be used for illegal purposes. Employees who have access to proprietary and confidential information must take every precaution to keep it confidential. Every employee should protect the reputation of the Company, its employees and its products. Employees should never make any false or artificial entries in any records.*

### **Policy against Insider Trading**

*Insider trading is prohibited by both Law as well as by the Company policy. Insider Trading generally involves the act of subscribing or buying or selling of the Company's Securities, when in the possession of any Unpublished Price Sensitive Information about the Company. It also involves disclosing any Unpublished Price Sensitive Information about the Company to others who could subscribe or buy or sell the Company's Securities.*

*The Company has a separate Code of Conduct for Insider trading, and all Directors / Officers shall strictly adhere to the same in all their dealings.*

### **Intellectual Property Rights**

*It shall be the duty of every Employee shall identify and protect the intellectual properties, trade secrets and other confidential information owned by the Company and it's clients or associates because it is critical to our success. By "Intellectual Property Rights ( IPR )" we mean generally patented or potentially patentable inventions, trademarks, service marks, trade names, copyrightable subject matter, and trade secrets.*

### **Confidential Information**

*The employees may come across a number of confidential information which may take many forms. The Company has nondisclosure agreements to fit any particular situation, and will coordinate appropriate execution of such agreements on behalf of the company. Even after a nondisclosure agreement is in place, you should accept only the Information necessary to accomplish the purpose of receiving it and not for any other purpose. Such information shall be disclosed on a NEED TO KNOW basis to Company employees with a need to know the information.*



*The company has Non-Disclosure agreements relating to non disclosure of company information to other parties. Directors / Officers shall sign the same and abide by it at all times in all their dealings.*

**ACKNOWLEDGMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS**

*I have received and read the Company's Code of Business Conduct and Ethics. I understand the standards and policies contained in the Company Code of Business Conduct and Ethics and the inlaid policies or laws specific to my job. I further agree to comply with the Company Code of Business Conduct and Ethics.*

*If I have questions concerning the meaning or application of the Company Code of Business Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult the Human Resources Department or the CFO, knowing that my questions or reports to these sources will be maintained in confidence.*

**Name**

**Signature**

**Date**

*(Please sign and return this form to the Human Resources Department.)*