

CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION

Commitment to ethical professional conduct is obligatory for every employee of the Company in all of its businesses/ branches/ units/ divisions/ subsidiaries. This Code of Business Conduct and Ethics, consisting of imperatives formulated as statements of personal responsibility, identifies the elements of such a Commitment. It also helps ensure compliance with legal requirements and other Standards of business conduct.

This code is applicable to the Board Members, Senior Management and all Employees in and above Officers level {hereinafter collectively referred to as "Employee(s)"} of Compugate Infocom Limited.

All the employee(s) are expected to read and understand this Code and ensure to abide by as also to comply with all applicable policies and procedures and uphold these standards in day-to-day activities.

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code of Business Conduct and Ethics is subject to modification and may be updated from time to time.

It is understood that some words and phrases in a code of conduct and ethics document are subject to varying interpretations and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles rather than reliance on detailed regulations. In case of conflict, the decision of the Board shall be final.

Further, the Board / Company appoints the Company Secretary as a Compliance Officer for the purposes of the Code, who will be available to all employees, agents and contractors to answer questions and to help them comply with the Code.

YOUR RESPONSIBILITIES TO THE COMPANY AND ITS STAKEHOLDERS

The Company expects all employees, agents and contractors to -

- * exercise good judgment to ensure the safety and welfare of others and themselves,

- * maintain a co-operative, efficient, positive, harmonious and productive work environment and business organization.

These standards apply while working on our premises, at off-site locations where our business is being conducted, at company sponsored business and social events or at any other place where you are a representative of the Company.

Honesty and Integrity

All of us are expected not to make deliberately false or deceptive claims about our products/ brands/services, but instead provide full disclosure of all pertinent limitations and problems and act in good faith, responsibility with due care, competence and diligence without allowing our independent judgement to be subordinated. All the employee(s) are supposed to be committed to the achievement of business success with honesty, integrity and fairness.

Honor Confidentiality

The Company's confidential information is a valuable Asset. Any information

concerning the company's business, its customers, suppliers, collaborators, partners, system providers, etc., which is not in the public domain and to which the employee, agent, contractor has access to or possesses such information, must be considered confidential and held in confidence unless otherwise authorized to do so and when disclosure is required as a matter of law. The ethical concern is to respect all obligations of confidentiality to all stakeholders unless discharged from such obligations by requirements of law or other principles of this code.

Workplace free of Harassment and Discrimination

The Company is committed to providing a work environment free of unlawful harassment and prohibits sexual harassment; harassment and discrimination based on pregnancy, childbirth or related medical conditions, race, religious creed, color, national origin, ancestry, physical or mental disability, medical condition, marital status, age, sexual orientation, or any other basis protected by any applicable law, rules or regulations. It also prohibits unlawful harassment based on the perception that anyone has any of these characteristics, or is associated with a person who has or is perceived as having any of these characteristics.

The values of equality, tolerance, respect for others and the principles of equal justice govern this imperative.

Know and respect existing and applicable laws

All the Company employees, agents and contractors must comply with all the existing and applicable laws, regulations, rules and regulatory orders both in letter and spirit. Each employee must acquire appropriate knowledge of the requirements related to his/her duties, sufficient to enable him/her to recognize potential dangers and to know when to seek professional help/advice.

Acquire and maintain professional competence

Excellence depends on individuals who take responsibility for acquiring and maintaining professional competence by professional reviewing, critiquing etc.

We must practice in setting standards for appropriate levels of competence and
Strive to achieve those standards.

Conflict of Interest

Though the employee(s), agents, contractors of the Company have a responsibility to the Company, its stockholders and each other, It does not prevent anyone from engaging in personal transactions and investments but does demand, avoidance of situations where a conflict of interest might occur or appear to occur.

A conflict of interest, actual or potential, may arise where, directly or indirectly:

* Employee(s), agents, contractors of the Company engages in a business, relationship or activity with any one who is a party to a transaction with his or her company;

* Employee(s), agent, contractor of the Company is in a position to derive a personal benefit or a benefit to any of his /her relatives by making or influencing decisions relating to any transaction;

* Independent judgment for the Company's or the group's best interest cannot be exercised.

The main areas of such actual or potential conflicts of interests would include the following:

* Financial interest of an employee, agent, contractor of the Company or his relatives, including the holding of an investment in the subscribed share capital of any company or a share in any firm which is actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of Compuage Infocom Limited. (The ownership of up to 1% of the subscribed capital of a publicly held company shall not ordinarily constitute a financial interest for this purpose.)

* An employee, agent, contractor of Compuage Infocom Limited conducting business on behalf of his/her company, or being in a position to influence a decision with regard to his/her company's business with a supplier or customer of which his/her relative is a principal officer or representative, resulting in a benefit to him/her or his/her relative.

*Award of benefits such as increase in salary or other remuneration, posting, promotion, or recruitment of a relative of an employee, agent, contractor of Compuage Infocom Limited, where such an individual is in a position to influence the decision with regard to such benefits.

* Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from the existing or potential customers or other third parties which have business dealings with 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 employee(s), agents, contractors, should be made to the Company's management. It is also incumbent upon every employee, agent, and contractor to make a full disclosure of any interest, which the employee, agent, and contractor or their immediate family, may have in a company, or firm, which is a supplier, customer, and distributor of or has other business dealings with his company.

Every one who is required to make a disclosure as mentioned above shall do so, in writing, to his/her immediate boss, who shall forward the information along with comments to the Board of Directors for their consideration.

If the employee, agent, contractor fails to make appropriate 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, the management would take a serious view of the matter and consider suitable disciplinary action.

Corporate Opportunities

Employee(s) will 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 Company's Board of Directors and the Board of Directors declines to pursue such opportunity. Neither directly nor through family and other connections indirectly, should the employee(s), solicit any personal fee, commission or other form of remuneration including benefits of significant value arising out of any transaction / business / activity involving Company. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

Obligations under 'Insider' trading and being accountable to stakeholders

In the normal course of business, employee(s), agents, contractors, associates, consultants and other connected persons of the Company may come into possession of significant, price sensitive information not in public domain. This information is the property of the Company. Employee(s), agents, contractors, associates; consultants and other connected persons of the Company shall not profit from trading in Company's securities using this price sensitive information. Further, employee(s) shall not tip others in this regard to enable them to profit or from them to profit.

All employees, agents, contractors shall comply with Insider Trading Guidelines as issued by SEBI and prevention of Insider Trading Code as issued by the Company.

Usage and Protection of Company's Assets and Properties

Protecting the Company's assets is a key responsibility of every employee, agent and contractor. Employee(s) are perceived as trustees of Company's properties, funds and other assets and therefore, must, safeguard and protect the Company's assets against misappropriation, loss, damage, theft, etc. and avoid selling, loaning or donating them to others without proper authorization, by putting in place proper internal control systems and procedures and effectively insuring the same against any probable fire, theft, burglary, fidelity and other risk.

Maintaining and Managing Records

Applicable laws, rules and regulations require the Company to retain certain records and to follow specific guidelines in managing its records. Records include paper documents, computer hard disks, CD's, electronic mails, floppy disks, microfiche, microfilm or all other media.

Civil and criminal penalties for failure to comply with such guidelines can be severe for employee(s), agents, contractors and the Company.

Acknowledgement of receipt of Code of Business Conduct and Ethics

I have received and read the Company's Code of Conduct and Ethics. I

understand the standards and policies contained in the code and also understand that there may be additional laws, policies, and rules specific to my job. I further agree to comply with the Company's Code of Conduct and Ethics.

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

* Adherence to a code of ethics is largely a voluntary matter. However, if any Employee, agent, contractor fail to follow this code by engaging in process misconduct, the matter would be reviewed by the Board of Directors and its decision shall be final. The Company reserves the right to take appropriate civil and/ or criminal action against the guilty employee.