

Ref: ABM/HO/HR/4221

Dated: 10th Nov 2017

**Circular****General Employee Code of Conduct and Ethics****Dear All,****PREAMBLE:**

The purpose of this policy is to formalize and re-emphasize the standards of business ethics and conduct, expected of everyone who carries out work for or on behalf of ABM Knowledgeware Limited (ABM). The Company is committed to the highest ethics standards and to compliance with all applicable laws and regulations. All HODs must emphasize the importance of the Code of Conduct Policy of the Company and explain about same in their periodical review meetings and interactions with team members, consultants, sub-ordinates etc. Moreover, HODs and Managers must ensure that the junior employees working on outside cities/ locations etc. are explained the policy in letter and spirit relevant to their duties for the Company and they are also explained of the policies of the company in one local language in addition to English, with a view to leave no scope for ambiguity for interpretation of the policy.

The Company expects every employee to exercise good judgement and to maintain a cordial, efficient, positive, harmonious and productive work environment and business conduct. These standards apply while working on the Company's own offices in Mumbai and also at all outside locations, including client locations from where our business is being conducted, or at any other cities/ places where an employee is a representative of the ABM. Further, the Company has been also issuing various Circulars, from time to time, updating and appraising employees of the provisions of various requirements on amendments etc. on the master policy of the Company.

#### **APPLICABILITY:**

The policy applies to all Employees and Consultants of ABM. All concerned persons should understand this code and ensure to abide by it in their day to day activities. The Company will not condone the activities of employees who achieve results through violation of any law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. The Company does not permit any activity that fails to stand the closest possible public scrutiny.

All business conduct should be well above the minimum standards required by law. Accordingly, employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Company's operations.

Non-compliance with the Code or non-compliance with company's policies, procedures and standards may result in disciplinary action. Employees uncertain about the application or interpretation of any legal requirements should refer the matter to their supervisor, who, if necessary, should seek appropriate legal advice from Company.

#### **HONESTY AND INTEGRITY:**

All Employees shall conduct their activities, on behalf of the Company, and on their own personal behalf, with honesty, integrity and fairness. All will act in good faith, responsibility with due care, competence and diligence, without allowing their independent judgment to be subordinated. All employees will act in the best interest of the company and fulfill the fiduciary obligations.

The Company requires that the employees maintain lawful and ethical business practices at all times by being fair and transparent in all dealings by inculcating and practicing a culture of *octapace viz: openness, confrontation, trust, autonomy, proaction, authenticity, collaboration and experimentation.*



**CONFLICTS OF INTEREST:**

Business decisions should always be based on what is in the best interests of the Company and not on personal considerations or relationships. Employees must avoid any actions or relationships which could conflict with, or appear to conflict with, the interests of the Company. A conflict of interest would occur if a personal or business interest interferes with or influences an Employee's independent judgement and objectivity, or where an Employee uses his / her position within ABM for personal gain. Employees have a duty to disclose to immediate superiors, any business, financial, or other professional relationships that might conflict with the Company's interest or impair or influence their ability to discharge their duties.

Employees must not use their positions or the knowledge gained as a result of their positions for private or personal advantage. Regardless of the circumstances, if employees sense that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with their employer, they should immediately communicate all the facts to their superior. Full use of the Company's Whistleblower Policy should be made in such instances.

**GIFTS, DONATIONS, ENTERTAINMENT & HOSPITALITY:**

Employees and members of their family must not, directly or indirectly, offer, promise, give, demand or receive bribes, donations or other payments, gifts or inducements or other undue advantages (of whatever kind) which are intended to influence a business decision or compromise independent judgement; nor must any Employee give money or gifts in order to obtain business for the Company, nor receive money, gifts or inducements for having given Company business to an outside agency. Also, they must not use subcontracts, purchase orders, consulting agreements etc. as means of channeling payments to public officials, to employees of business partners or to their relatives, / business associates or others.

Bribery could expose the Company and / or its Employees to prosecution regardless of where such bribery took place. We make no distinction between bribery and facilitation payments i.e. small payments required by public officials before they will perform their functions. Employees are therefore prohibited from making facilitation payments of any kind.

In particular, the Company strictly prohibits the acceptance/payment of kickbacks and secret commissions from suppliers/service providers or to clients. Any breach of this rule will result in immediate termination and also face prosecution to the fullest extent of the applicable law.

**RELATIONSHIP WITH CLIENTS & SUPPLIERS:**

Employees should avoid investing in or acquiring a financial interest for their own accounts in any business organization that has a contractual relationship with the Company, or that provides goods or services, or both, to the Company, if such investment or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of the Company.

**COMPANY'S FUNDS & OTHER ASSETS:**

Employees who have access to Company's funds in any form, must follow the prescribed procedures for recording, handling, and protecting money as detailed in the Company's policies and procedures or other explanatory materials, or both. The Company imposes strict standards to prevent fraud and dishonesty. If employees become aware of any evidence of fraud and dishonesty, they should immediately advise their superior or seek appropriate legal guidance so that the Company can promptly investigate further. Full use of the Company's Whistleblower Policy should be made in such instances.

When an employee's position requires spending Company's funds or incurring any reimbursable personal expenses, that individual must use good judgment on the Company's behalf to ensure that good value is received for every expenditure. Company funds and all other assets are purposed for the Company only and not for personal benefit. This includes the personal use of Company's assets.

**COMPANY RECORDS AND COMMUNICATIONS:**

Accurate and reliable records of many kinds are necessary to meet the Company's legal and financial obligations and to manage the affairs of the Company. The Company's books and records must reflect in an accurate and timely manner all business transactions. The employees responsible for accounting and recordkeeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements.



Employees must not make or engage in any false record or communication of any kind, whether internal or external. Employees are told clearly that they must utilize electronic communication devices in a legal, ethical and appropriate manner. The Code of Conduct policy addresses the Company's responsibilities and concerns regarding the fair and proper use of all electronic communication devices within the company, including computers, laptops, e-mail, internet connections, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, mobiles and telephones etc. In addition to the above policy, Company has also in vogue necessary guidelines, in the form of Office Circulars from HRD & Admin, Departments, regarding do's and don'ts as to how to use printed stationery of the Company such as letter heads, envelopes and business cards, rubber stamps, company seal etc. and precautions to be taken for their correct usage. Vide these circulars, employees are cautioned that they will be held responsible for the proper use of company's printed stationery and must safeguard them against loss, damage, misuse or theft at all times. Employees who violate any aspect of this policy or who demonstrate poor judgement in the manner in which they use any such articles or properties as mentioned above may be subject to disciplinary action, up to and including dismissal from service at the Company's sole discretion.

#### **KNOW AND RESPECT EXISTING LAWS:**

All Employees of the Company must strictly obey existing local, state, national and international laws to the utmost degree. They should also obey the policies, procedures, rules and regulations of the Company in totality.

In ABM, we expect respective HoDs to guide their teams, so far as understanding and adhering to all prevalent laws, rules and regulations of any geography from where we do operates our business. As such, HoDs also shoulder the responsibility to update, train and help the employees in understanding all the laws correctly so that they should not face any problem while enforcing it. In case, any HoD/employee has not understood any law correctly, they are in their full liberty to approach the Head Office for a crystal clear explanation of their doubts.

#### **NON-DISCLOSURE / CONFIDENTIALITY INFORMATION:**

In ABM, employees, at the time of their joining, have to execute the standard Non-Disclosure Agreement (NDA) with the Company as a condition / corollary of their employment of the Company. Employees who improperly use or disclose trade secrets or confidential business information will be subject to disciplinary action, including termination of employment and legal action, even if they do not actually benefit from the disclosed information. During the course of work, an employee may have access to confidential information about the Company, a supplier or customer. Information with employees gain during the course of their employment should not be disclosed to anyone not employed by the Company, or to an Employee who does not require the information for their normal work activities. During the employment with the Company or after termination of such employment no employee should divulge to anyone any information, relating to the Company's business.

#### **INSIDER TRADING:**

ABM has already adopted the Insider Trading Policy (Code of Conduct to Regulate, Monitor and Report Trading by Insiders). This code is prepared in accordance with the applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015. This policy is also available on the Company's website: [www.abmindia.com](http://www.abmindia.com).

According to provisions of this policy, it is illegal and against the Company policy for employees to buy or sell company's shares, when in possession of any material information. Any employee of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of the information about the Company, not in public domain and therefore constitutes insider information. All employees shall comply with ABM's Code of conduct to regulate, monitor and Report Trading by insiders.

#### **SEXUAL HARASSMENT:**

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder, ABM has adopted a policy for prevention



of sexual harassment of women at workplace and has set up an Internal Complaints Committee for implementation of this Policy. The Company is committed to maintaining a professional work environment and strongly disapproves of all the forms of sexual harassment. All women employees should be treated with dignity and respect. Company also provides periodical training to all employees in order to make them aware of the provisions of this stringent law as also to make them comfortable to report to the designated authority of the Committee, in case of any kind of harassment they face at work place.

#### **INTERACTION WITH GOVERNMENT AUTHORITIES, SUPPLIERS, ETC.**

Since majority of our customers are Government Departments / Organizations, it is of prime importance for all our employees to be very vigilant and cautious always, while interacting and discharging their duties and responsibilities in locations/cities/states in which the company operates. It is the individual responsibility of each Company Employee to exercise good judgement so as to act in a manner that will reflect favorably upon the Company and the individual. Hence the implementation of this Code Of Conduct and Ethics policy must be done in letter and spirit.

The Company's relations and dealings with government officials, suppliers, co-venturers, consultants, agents, intermediaries and other third parties (including prospective suppliers, co-venture consultants, etc.) should at all times be such that the Company's integrity and its reputation would not be damaged if details of the relationship or dealings were to become public knowledge. .

#### **AMENDMENT:**

This code may be amended, modified or varied by the Board of Directors of the Company, as may be deemed necessary, in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.

Thanks & Regards,  
Prasad Kelkar  
Head-HR & Admin