

Code of Conduct of California Software Co. Ltd (Calsoft)

Preamble:

California Software Company Limited 's commitment to ethical and lawful business conduct is a basic shared value of the Board of Directors, Senior Management and all other employees of the Company. Consistent with its values and beliefs, Calsoft has formulated the following Code of Conduct as a prudent practice of Good Corporate Governance. It encourages the team of employees to take positive actions, which are not only commensurate with the values and beliefs, but are also, perceived to be so. Calsoft expects all its employees to follow the code in its true spirit and objective.

Applicability:

The code is applicable to the following categories of employees

- i) All Directors of the Company
- ii) Chief Operating Officer
- iii) Chief Financial Officer
- iv) Company Secretary
- v) All persons in the rank of Senior Vice President/Vice President/Associate VP
- vi) All persons in the rank of General Manager

For the purpose of this code, any reference to the term "Senior Management" may be deemed as referring to the aforesaid persons other than directors of the company.

Code of Conduct:

In performing the functions, the directors and senior Management of the Company shall:

- Act honestly, diligently and in good faith and integrity in all their dealings with and for the Company.
- Not to use any confidential information obtained by them in the course of their official duty, whether from the Company or otherwise, for personal gain, or use/allow the use of such information for the financial benefit for any other person.
- Not to engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company.
- Maintain the principle of need to know and also confidentiality of all material non-public information about the Company, its business and affairs.
- Abide by all applicable laws and regulations.
- Not to use their status to seek or accept any personal gains or favours from those doing or seeking to do business with the Company or from other employees of the company.

- As a general practice not to accept gifts in cash or kind if it is likely to lead to a business relationship with the Company. However, an exception to this may be made for gifts in kind received during festival occasions of nominal value and which are not from vendors or suppliers who could be seeking favours (excluding sweets / dry fruit boxes). No gifts in cash are to be accepted.
- Not to share any information regarding the Company, its business and/or affairs with media without the prior approval of the CEO.

In addition, in performing their Board and Board Committee functions, the directors shall:

- Not hold position of Director/Advisor with a competitor Company
- Inform the Chairman of changes in their interests that may interfere with their ability to perform their duties, and in the case of “independent directors”; impact their independence as a Board member.

This Code embodies the belief that acting always with the company’s legitimate interests in mind and being aware of the company’s responsibility towards its stakeholders is an essential element of the company’s long term excellence.