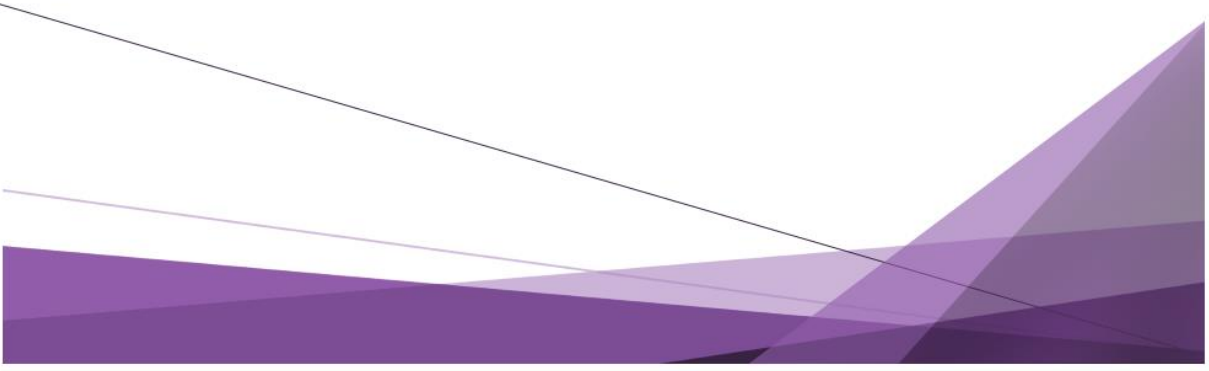




Reference
Manual

Code of Business Conduct & Ethics



DOCUMENT HISTORY

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DOCUMENT APPROVALS

Prepared by	Reviewed by	Approved by
CYBERTECH HR TEAM	EXECUTIVE DIRECTOR	CHAIRMAN

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A MESSAGE FROM OUR CHAIRMAN

VISH TADIMETY
Chairman and CEO



A Message from our Chairman

"I believe in Warren Buffett's statement that in looking for people to hire, you look for three qualities: INTEGRITY, INTELLIGENCE, and ENERGY. And if you don't have the first, the other two will kill you. This is true. I have never seen a person that lacks integrity and ethics, get far in life."

"We only want employees who agree to our core values and ethics and honesty."

"It takes 20 years to build a reputation and five minutes to ruin it. If you think about that, you'll do things differently."

FOREWORD



Foreword

@ CYBERTECH all employees are responsible to follow the spirit of our values and its related policies. This is the way we have built our business, and we will never compromise on our integrity, nor will we tolerate unethical behavior.

Our **Code of Business Conduct & Ethics** is an extension of our Core Values. Our focus has always been on long term value creation. We have always been and will focus on doing the right thing by hiring the right people. We believe foster open and honest communication and total transparency. We want to build a culture where we cherish what we do by doing the right thing for a long period of time. We don't believe in shortcuts. We want to work with people that we trust and foster growth via values.

This **Code of Business Conduct & Ethics** is also available on our Cyber Pulse at: <http://cyineas/CyberPulse/>

For the purposes of this policy CyberTech Systems and Software Limited shall also be referred as "the Company", "organization" or "CyberTech"

ACCOUNTABILITY

Accountability

To whom the Code applies

The “CyberTech Code of Business Conduct & Ethics” provides the ethical guidelines and expectations for conducting business on behalf of CyberTech Systems and Software Limited, its subsidiaries and affiliate organizations. The “CyberTech Code of Business Conduct & Ethics” applies to all employees of the organization and individuals who serve the organization on contract, subcontract, retainer, consultant or any other such basis.

CyberTech, being a listed entity has a separate **Code of Business Conduct & Ethics** in terms of applicable laws/SEBI Regulations for Board of Directors of the Company. This “Code of Business Conduct & Ethics for Board and Senior Management” is available on the website of the Company.

Suppliers, service providers, external professionals, agents, channel partners (dealers, distributors and others) serve as an extension of the organization and their conduct and behavior while carrying out business dealings with CyberTech or on behalf of CyberTech can have an impact on CyberTech and its reputation.

How to use the Code of Business Conduct & Ethics

The **Code of Business Conduct & Ethics** is designed to help employees recognize and deal with ethical issues in their work. CyberTech’s policy is to comply with all applicable laws and regulations, to be committed to conducting business in an ethical manner and to act with integrity in dealing with our customers, suppliers, partners, competitors, employees and other stakeholders.

The **Code of Business Conduct & Ethics** is a guide to help whenever you have questions about ethics or if you are faced with an ethical dilemma. The **Code of Business Conduct & Ethics** may not address all the situations which you may encounter and sometimes, because of the highly complex rules and regulations that govern our business, you may need additional help. In such case you can also discuss the matter with your manager, Human Resource (HR) Department or other designated persons mentioned in the **Code of Business Conduct & Ethics**.

Employee responsibilities

CyberTech is made up of individuals, each with unique perspectives and aspirations. Though we are all different, we all share an understanding of the importance of “Unyielding Integrity.” Without a reputation for integrity we would fail with customers, with investors and in our own eyes. We must strive to maintain the highest ethical standards.

OUR VISION & FOCUS



Our Vision & Focus

Our Vision

To be an internationally renowned corporation for its excellence in customer and employee satisfaction, inspiring prospective customers and employees to associate with CyberTech for mutually rewarding relationship.

Our Focus

GeoSpatial Leadership, SAP & Support Solutions

- ✓ DRIVEN BY OUR CORE VALUES
- ✓ SHARE HOLDER VALUE CREATION
- ✓ CLIENT DELIGHT
- ✓ CONTINUOUS LEARNING AND INNOVATION

OUR MISSION & FOCUS



Our Mission & Focus

Our Mission

To provide innovative, internet driven solutions that deliver superior results, quality and value to our clients.

Our Focus

Harness new technology via Advanced Technology Center, thus not missing the Tech Wave

- ✓ ADVANCED TECHNOLOGY CENTER
- ✓ ACQUIRING NEW SKILLS
- ✓ PROACTIVE LEARNING
- ✓ KEEPING ABREAST WITH LATEST TECHNOLOGIES
- ✓ TECHNICAL LEADERSHIP



Our Core Values

Our organization is evolving & changing but the only thing we will not change as we go forward is our **Core Values**.



CHANGE IS GOOD, LOSS OF VALUE IS NOT GOOD



CyberTech is built on its value systems and core philosophies. All levels of management and associates of CyberTech are expected to adhere to and inculcate these core philosophies. This document is seen and valued, as a living document of what CyberTech is all about.

1. We will focus on building a high intrinsic value Product and Support Solutions Organization.

CyberTech will focus in the areas of GIS, SAP and Support Services. We will build the best sales and delivery teams and will be recognized as one of the best Product and Support Services organizations.

2. Our focus is Shareholder Value Creation with a long-term perspective.

Our business focus is to deliver predictable revenues with profits. We will measure our success by long-term movement of our business, its profitability and subsequently our shareholders' value.

3. We will focus on a select set of Focused Solutions with the highest market potential.

CyberTech will focus on a select and limited set of solutions in sectors that have the highest potential. These solution sets will continue to change over time based on technology trends and market demands.

4. We will hire outstanding people, grow and nurture creative Sales and Technical Talent.

CyberTech management will focus on hiring the very best talent in the industry. This outstanding talent is recognized as the long-term differentiator for CyberTech. This highly talented team of associates and management runs CyberTech and does the sales and delivery "heavy weight lifting". Management is given considerable freedom and leeway to make 'their' business decisions as they see fit. Executive management will focus on the care and foster of this team of outstanding people.

5. Management and Associates are partners in CyberTech.

CyberTech management and associates are partners in this common endeavor of building an offsite services organization of high intrinsic value. Both groups will treat each other the way they would wish to be treated if roles are reversed. We will practice a policy of candor in our communications at all levels.

6. We will commit to Client Delight

At all levels, CyberTech associates and management will commit to Client Delight. CyberTech will charge our clients reasonable and competitive market rates for services. As representatives of professional services firm, CyberTech associates will deliver

superior technical services. We will never abuse client's trust reposed in us and at all levels of management and associates, we will strive to be recognized as Client Centric.

7. Our Solution Engineering/ATCs are our differentiators

CyberTech's Advanced Technology Centers (ATCs) will continue to create the best talent and develop solutions from idea to customer support, using proven methodologies. Our ATCs will continue to harness each of the new technology waves into proprietary and scalable knowledge base and business models. We will not miss any of the new technology waves and will deliver consistent solutions, all over the globe.

8. We will foster Open Honest Communications, with a single minded goal of putting CyberTech ahead of everything else

We will practice and foster open and honest communications within the organization, be pragmatic and truthful about our opportunities and challenges. This alone is the long-term recipe of corporate success and shareholder return.



9. Finally, at CyberTech culture is Clear and Simple

At CyberTech, we will develop an organizational culture, based on the above principles, which we love and cherish. As employees/shareholders, we will conserve cash and make capital investments that will increase our long-term intrinsic value. We will have a sense of achievement, and interact with people that we trust and like to work with.



FOSTERING A RESPECTFUL
& HIGH PERFORMANCE
ENVIRONMENT

Fostering a Respectful & High Performance Environment

Equal opportunity & free of discrimination or harassment

At CyberTech, we strive to provide a work environment free of discrimination and harassment. We are an equal opportunity employer and employment decisions are based on merit and business needs.



We are committed to following fair employment practices that provide equal opportunities to all employees. We do not discriminate or allow harassment on the basis



of race, color, religion, disability, gender, national origin, sexual orientation, gender identity, gender expression, age, genetic information, military status, or any other legally protected status. At CyberTech, we value diversity and believe that a diverse workplace builds a competitive advantage.

To put these values in practice, all of us must ensure that decisions affecting employees are based on business factors only. For instance, decisions regarding hiring, promotion, termination, transfer, leave of absence or compensation should only be based on relevant business factors.

We must also ensure that we never verbally or physically mistreat others or engage in offensive behavior, and we should not tolerate those who do. This includes harassing, bullying, abusive or intimidating treatment, inappropriate language or gestures,

disorderly conduct, violence and any other conduct that interferes with a co-worker's ability to do his or her job.

The above Anti-Discrimination and Anti-Harassment policy applies to all persons involved in the operations of the organization and prohibits harassment by any employee of the organization towards other employees as well as outside vendors and customers.



A Safe place to work

To work effectively, all of us need a healthy and safe work environment. All forms of substance abuse as well as the use or distribution of drugs and alcohol while at work is prohibited. Unless required as part of your role (for instance for security personnel where deemed necessary), possession and/ or use of weapons/firearms or ammunition while on business of the organization is prohibited. All of us should be safe at our place of work. Should you observe any unsafe situations at work, please reach out to our Human Resource Department in person or send an email to csslhr@cybertech.com Please also take the time to familiarize yourselves with emergency procedures and the safety manuals applicable to your location.





**DOING BUSINESS FAIRLY
AND HONESTLY**

Doing Business Fairly and Honestly

Gifts and Hospitality

Our principle is always clear: we do not accept or provide gifts, favors, or entertainment if the intent is to influence a business decision.



Business gifts and hospitality are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality (including entertainment or travel) are frequent or of substantial value, they may create the perception of, or an actual conflict of interest or an 'illicit payment'. Therefore, gifts and hospitality given or received should be modest in value and appropriate, and in compliance with our organization's gifts and hospitality policy.

As a general rule, we may accept gifts or hospitality from a business associate, only if such a gift:

- Has modest value and does not create a perception (or an implied obligation) that the giver is entitled to preferential treatment of any kind.
- Would not influence, or appear to influence, our ability to act in the best interest of our organization.
- Would not embarrass the organization or the giver if disclosed publicly.



The following gifts are never appropriate and should never be given or accepted:

- Gifts of cash or gold or other precious metals, gems or stones.
- Gifts that are prohibited under applicable law.
- Gifts in the nature of a bribe, payoff, kickback or *facilitation payment.
- Gifts that are prohibited by the gift giver's or recipient's organization.

- Gifts in the form of services or other non-cash benefits (e.g. a promise of employment).

(*Facilitation' payment is a payment made to secure or speedup routine legal government actions, such as issuing permits or releasing goods held in customs.)

Bribery and Corruption

Our employees and those representing us, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favors for the conduct of our business.



Fundamental Responsibility

CyberTech has a fundamental responsibility to ensure that customers have faith in the quality of our services and products. It is the primary responsibility of every employee to make sure that our services and products are consistently of the highest quality.

Our responsibilities:

- Each of us must ensure that we follow our rigorous product safety and quality standards.
- It is the job of every employee to make sure that consumers get what they expect and pay for.
- Do not create misleading impressions in any advertising, marketing, sales materials or presentations.
- Do not make false or illegal claims about competitors or their services and products.
- Promise what you can deliver and deliver on what you promise.

Integrity of Information and Assets

During the course of our business operations, we often have access to personal information related to customers and others. While protecting this information may now be a legal requirement, for us at CyberTech, data privacy has always been a matter of trust and respect for others. We respect the personal information of our customers and others. Protecting their privacy is very important to us.



- Our employees shall not make any willful omissions or material misrepresentation that would compromise the integrity of our records, internal or external communications and reports, including the financial statements.
- Our employees and directors shall seek proper authorization prior to disclosing organization or business-related information, and such disclosures shall be made in accordance with our organization's media and communication policy. This includes disclosures through any forum or media, including social media.
- Our employees shall ensure the integrity of personal data or information provided by them to our organization. We shall safeguard the privacy of all such data or information given to us in accordance with applicable organization policies or law.
- Our employees shall respect and protect all confidential information and intellectual property of our organization.



- Our employees shall safeguard the confidentiality of all third party intellectual property and data. Our employees shall not misuse such intellectual property and data that comes into their possession and shall not share it with anyone, except in accordance with applicable organization policies or law.
- Our employees shall promptly report the loss, theft or destruction of any confidential information or intellectual property and data of our organization or that of any third party.
- Our employees shall use all organization assets, tangible and intangible, including computer and communication equipment, for the purpose for which they are provided and in order to conduct our business. Such assets shall not be misused. We shall establish processes to minimize the risk of fraud, and misappropriation or misuse of our assets.
- We shall comply with all applicable anti-money laundering, anti-fraud and anti-corruption laws and we shall establish processes to check for and prevent any breaches of such laws.

Insider Trading

Our employees must not indulge in any form of insider trading nor assist others, including immediate family, friends or business associates, to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such information would include information about our organization, our group organizations, our clients and our suppliers. Employees indulging in the same are liable for penal actions under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.



Outside Employment

While it is not the intent of CyberTech to unduly restrict the activities of employees on their own time, employees may not work for or receive payments for services from any business that does or seeks to do business with, or is in competition with CyberTech.

AVOIDING CONFLICTS



Avoiding Conflict of Interest

A conflict of interest occurs whenever you have a competing interest that may interfere with your ability to make an objective decision for CyberTech. Personal involvement including financial interests or dealings with competitors, clients, managers, subordinate employees or peers of CyberTech that has the potential to affect the employee's ability to exercise good judgment for CyberTech creates an actual or potential conflict of interest.

Each of us is expected to use good judgment and avoid situations that can lead to even the appearance of a conflict. Conflicts of interest can undermine the trust others place in us and damage our reputation.

It is impossible to describe every potential conflict, which is why CyberTech relies on each of us to uphold the high standard of "Unyielding Integrity" and to seek advice when needed. If you believe a conflict or potential conflict exists, discuss it with your manager, the Legal & Compliance Department or HR.

Some examples of conflicts of interest are:

- Working directly or indirectly either as an officer, employee, consultant or agent for a competitor or client.
- Having a direct or indirect financial interest in a competitor or client or managers, or subordinate employees or peers of CyberTech.
- An intimate personal relationship that develops at the workplace between a manager and subordinate.
- Engaging in an activity that is in competition with CyberTech.
- Using proprietary or confidential information of CyberTech for personal gain.
- Unauthorized use, or disclosure of information about our customers or business partners for personal advantage.

- Accepting an expensive gift, entertainment or business courtesy from a supplier or service provider that could potentially result in a conflict of interest in dealing with the supplier or service provider.
- Offering or issuing shares of CyberTech to officials of an existing or prospective customer organization.





ADMINISTERING CODE OF BUSINESS CONDUCT & ETHICS

Administering Code of Business Conduct & Ethics

Human Resource Department is responsible for administering the **Code of Business Conduct & Ethics**.

Investigations

We have put in place a process to review and investigate all potential legal or **Code of Business Conduct & Ethics** violations. Investigations will be conducted in confidence and will be respectful and fair. If an allegation is substantiated by an investigation, the appropriate management team will review the findings and determine the final outcome. Should you report a potential violation in good faith, you are assured of all support by the organization. This support is extended to any person who is assisting in any investigation or a process with respect to such violation as well. You can report any potential violation in good faith without ever worrying, for instance if it will affect you professionally.

Any such retaliation may be immediately reported to our Human Resource Department in person or send an email to csslhr@cybertech.com If you are the subject of an external investigation, you should immediately report this to your manager unless it is prohibited by law.



Amendments / Modifications to Code of Business Conduct & Ethics

Our Chairman and/or Executive Director is responsible for approving and issuing the **Code of Business Conduct & Ethics**. Our **Code of Business Conduct & Ethics** is

reviewed annually to determine whether revisions may be required due to changes in the law or regulations, or changes in our business or the business environment.

Every year, we upload the **Code of Business Conduct & Ethics** on CyberPulse to make it accessible to our employees. Additionally, annual training on the **Code of Business Conduct & Ethics** may be required as a part of your role. Employees and our Board of Directors are required to acknowledge that they have read and understood the **Code of Business Conduct & Ethics**. Our Independent Directors may be required to acknowledge acceptance of the Code for Independent Directors as well. You must remember that under no circumstances does your failure to read our **Code of Business Conduct & Ethics**, sign an acknowledgement or certify online exempt you from your obligation to comply with our **Code of Business Conduct & Ethics**.

Waivers

Any waiver of our **Code of Business Conduct & Ethics** requires the prior written approval of the Chairman, in certain circumstances, the Board of Directors or a committee thereof. Waivers will be promptly disclosed as required by applicable law.



Disciplinary Actions

If you violate our **Code of Business Conduct & Ethics**, the organization will take appropriate disciplinary action. The matters covered in this **Code of Business Conduct & Ethics** are of utmost importance to the organization, its shareholders and its business partners, and are essential to the organization's ability to conduct its business in accordance with its stated values. We expect that all our directors, officers, employees and third party agents adhere to these rules in carrying out their duties for the organization. We take violations of this **Code of Business**



Conduct & Ethics, organization policies and applicable laws seriously. Where appropriate, the organization takes prompt corrective action, up to and including termination of employment. We strive for consistency and fairness in discipline for **Code of Business Conduct & Ethics** violations. Discipline may include a verbal or written warning; suspension with or without pay; loss or reduction of bonus or stock options; or, for the most serious offenses or repeated misconduct, termination of employment.

Any disciplinary action depends on the nature, severity, and frequency of the violation. It may vary depending upon local law. Please understand that those who violate the laws or regulations mentioned in the **Code of Business Conduct & Ethics** could expose themselves and the organization to substantial civil damages and criminal penalties.

Corrective action may be taken if you:

- Violate the **Code of Business Conduct & Ethics**, organization policies and procedures, or applicable laws.
- Direct others to violate the **Code of Business Conduct & Ethics**, organization policies and procedures, or applicable laws.
- Are aware of a violation or potential violation, and fail to report it.
- Fail to effectively monitor the actions of people you manage.
- Do not co-operate in the organization audit or investigation.
- Fail to participate in the required training.
- Retaliate against someone for reporting a concern in good faith or for participating in an investigation of such a report.
- Disclose information learned during an internal investigation.

SAFEGUARDING OUR REPUTATION

Safeguarding Our Reputation

Social Media Policy

This policy provides guidance for employee regarding the use of social media, which should be broadly understood for purposes of this policy to include blogs, wikis, microblogs, message boards, chat rooms, electronic newsletters, online forums, social networking sites, and other sites and services that permit users to share information with others in a contemporaneous manner.



Note: All the social media releases should be approved by the Department Head at a level of VP or above.



Procedure

The following principles apply to professional use of social media on behalf of CyberTech as well as personal use of social media when referencing CyberTech.



- Employees need to know and adhere to CyberTech’s **Code of Business Conduct & Ethics**, Employee Handbook, and other organization policies, when using social media in reference to CyberTech.
- Employees should be aware of the effect their actions may have on their image, as well as CyberTech’s image. The information that employees post or publish may be public information for a long time.
- Employees should be aware that CyberTech may observe content and information made available by employees through social media. Employees should use their best judgment in posting material that is neither inappropriate nor harmful to CyberTech, its employees, or customers.
- Employees are not permitted to publish any information about CyberTech’s product, services, solutions, roadmap or any other activities, without prior approval.
- Although not an exclusive list, some specific examples of prohibited social media conduct include posting commentary, content, or images that are defamatory, pornographic, proprietary, harassing, libelous, or that can create a hostile work environment.
- Employees must not publish, post or release any information that is considered confidential or not for public use. If there are questions about what is considered confidential, employees should check with the Sales Support team and/or Department Head.

- Social media networks, blogs and other types of online content sometimes generate press and media attention or legal questions. Employees should refer these inquiries to authorized CyberTech spokespersons.
- If employees find/encounter a situation while using social media that threatens to become antagonistic, employees should disengage from the dialogue in a polite manner and seek the advice of Department Head.
- Employees should get appropriate permission before you refer to or post images of current or former employees, members, vendors or suppliers. Additionally, employees should get appropriate permission to use third party's copyrights, copyrighted material, trademarks, service marks or other intellectual property.
- Social media use shouldn't interfere with employee's responsibilities at CyberTech. CyberTech's computer systems are to be used for business purposes only. When using CyberTech's computer systems, use of social media for business purposes is allowed (ex: Facebook, Twitter, CyberTech blogs and LinkedIn), but personal use of social media networks or personal blogging of online content is discouraged and could result in disciplinary action.
- Subject to applicable law, after-hours online activity that violates organization's **Code of Business Conduct & Ethics** or any other organization policy may subject an employee to disciplinary action or termination.
- If employees publish content after-hours that involves work or subjects associated with CyberTech, a disclaimer should be used, such as this: "The postings on this site are my own and may not represent CyberTech's positions, strategies or opinions."
- It is highly recommended that employees keep CyberTech related social media accounts separate from personal accounts, if practical.



RAISING CONCERNS

Raising Concerns

We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our **Code of Business Conduct & Ethics**, policies or law.

We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles.

Avenues available for raising concerns or queries or reporting cases could include:

- Immediate line manager
- Human Resource Department of our organization
- Designated officials of our organization (names of the members and details are mentioned in CyberTech HR Portal).

We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, or the Human Resource Department, the Director or the Chairman of CyberTech.

Note

This **Code of Business Conduct & Ethics** does not provide a comprehensive and complete explanation of all expectations from an organization standpoint or obligations from a stakeholder standpoint.

Our employees have a continuing obligation to familiarize themselves with all applicable law, group-level advisories and policies, organization-level policies, procedures and work rules as relevant. For any guidance on interpretation of the **Code of Business Conduct & Ethics**, we may seek support from our organization's management team or the Human Resource Department, as appropriate.

For any query or clarification on the **Code of Business Conduct & Ethics**, please contact **Human Resource Department**.

Commitment & Acknowledgment Form

I acknowledge that I have received CyberTech's **Code of Business Conduct & Ethics**.

I have read CyberTech's **Code of Business Conduct & Ethics** and I acknowledge that as a CyberTech employee, I am required to comply with the guidelines described therein and failure to do so may subject me to action as per my employment terms and relevant organization policies.

If I have a concern about a violation, or a potential violation of CyberTech's **Code of Business Conduct & Ethics**, I understand that there are channels available to me in my organization to report such concerns. By making use of these channels when necessary, I will play my part in maintaining the high ethical standards to which we hold ourselves.

Signature: _____

Date: _____

Name: _____

Department: _____

Address: _____

Note: Please sign and return this form to the Human Resource Department.