



## **CODE OF CONDUCT**

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### **For Board members (Directors) and Senior Management Personnel of GSS Infotech Limited**

#### **Introduction**

- The Code of Conduct (“this Code”) shall be called “The Code of Conduct” of GSS Infotech Limited (hereinafter referred to as “the Company”).
- This Code has been framed specifically in compliance with provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement
- The purpose of this code is to ensure that the Directors and the Senior Management Personnel carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the applicable laws, rules, regulations, agreements, guidelines, standards and internal policies, including such other requirements which are incidental thereto.

#### **Definitions and Interpretations**

- The term “Board Members” shall mean Directors on the Board of Directors of the Company.
- The term “Senior Management Personnel” shall mean personnel of the Company in the cadre/designation of “Assistant Vice President and above rank, excluding Board of Directors. Such personnel shall hereinafter for the purpose of this code be treated as members of its Core Management Team.

#### **Conflict of Interest**

- The Board members and Senior Management Personnel shall not involve in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company. Situations involving conflict of interest must be disclosed to the Board of Directors.
- The Board members shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners and associates.

#### **Ethical Conduct**

- The Board members and Senior Management Personnel shall act with highest standards of professional integrity, honesty, ethical conduct in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company, its employees, the shareholders, the community and for the protection of environment.

- The Board members shall exercise their duties with due and reasonable care, skill and diligence and shall exercise Independent Judgement.
- The Board members shall not assign his/her office and any such assignment so made shall be void.

### **Confidentiality**

- The Board members and Senior Management Personnel shall maintain confidentiality of the confidential information or that of any customer, supplier or business associates of the Company, except when disclosure is authorized or legally required and shall not use the confidential information to his/her advantage or profit.

### **Protection and Proper Use of Company's Assets**

- The Board members and Senior Management Personnel should protect Company's Assets and should be used for legitimate business purposes only.

### **Compliance with Laws, Rules and Regulations**

- The Board members shall strive to ensure compliance with all the applicable laws, rules and regulations applicable to the Company.

### **Compliance with the Code of Conduct**

- All the Board members and Senior Management Personnel shall adhere to this Code of Conduct and affirm compliance with the Code on an annual basis as per the requirements of Clause 49 of the Listing Agreement entered with the Stock Exchanges.