



### **I. Background - Administration**

The reputation and integrity of the Company is a valuable asset that is vital to the Company's success. Each Company associate, including each of the Company's officers and each of the Company's directors is responsible for conducting the Company's business in a manner that demonstrates a commitment to the highest standards of integrity. This Code of Conduct (the "Code"), which may be amended or supplemented from time-to-time, applies to all directors, officers and associates of the Company (collectively referred to as "Company personnel") and has been adopted to help Company personnel meet these standards. Specifically, the purpose of this Code is:

- ❖ To encourage among our Company personnel a culture of honesty, accountability and mutual respect
- ❖ To provide guidance to help Company personnel to recognize and deal with ethical issues
- ❖ To provide mechanisms for Company personnel to report unethical conduct

While this Code is designed to provide helpful guidelines, it is not intended to address every specific situation. Nevertheless, in every instance, we require that Company personnel act honestly, fairly and with a view towards "doing the right thing." Therefore, dishonest or unethical conduct or conduct that is illegal will constitute a violation of this Code, regardless of whether such conduct is specifically referenced in this Code. The Managing Director (MD), together with the other executive officers of the Company, is ultimately responsible for the implementation of the Code of Conduct and shall periodically report to the Board in this regard. The Board has designated Mr. A. N. Sarma Company Secretary to be the Compliance Officer (the "Compliance Officer") for the implementation and administration of the Code. Company personnel should feel free to direct questions concerning this Code to the Compliance Officer.

### **II. Overview**

It is the policy of the Company: (a) To comply with all applicable governmental laws, rules and regulations; (b) To expect that all Company personnel at all times observe the highest standards of honest and ethical conduct in the performance of their respective responsibilities, including the avoidance of conflicts of interest; (c) To expect all Company personnel to treat others with dignity, including other associates, stockholders, customers and vendors; and (d) To encourage and support internal disclosure of any violation of this policy for appropriate action. The Code of Conduct governs the business-related conduct of all Company personnel. The Code also applies to directors who are not associates of the Company in so far as it relates to their roles as directors.



### **III. Compliance with Law**

A variety of laws apply to the Company and its operations. Each of the Company personnel is expected to comply with all such laws as well as rules and regulations adopted under such laws. Examples of criminal violations under these laws include:

- ❖Stealing, embezzling or misapplying corporate or bank funds
- ❖Using threats, physical force or other unauthorized means to collect money
- ❖Making false entries in the books and records of the Company, or engaging in any conduct that results in the making of such false entries
- ❖Making a payment for an expressed purpose on the Company's behalf to an individual who intends to use it for a different purpose
- ❖Utilizing Company funds or other assets or services to make a political contribution or expenditure
- ❖Making payments, whether corporate or personal, of cash or other items of value that are intended to influence the judgment or actions of political candidates, government officials or businesses in connection with any of Company activities

The Company must and will report all suspected criminal violations to the appropriate authorities for possible prosecution, and will investigate, address and report, as appropriate, non-criminal violations.

### **IV. Conflicts of Interest**

Company personnel are expected to make or participate in business decisions and actions in the course of their employment with the Company based on the best interests of the Company as a whole, and not based on personal relationships or benefits. A conflict of interest, which can occur or appear to occur in a wide variety of situations, can compromise the business ethics of Company personnel. Generally speaking, a conflict of interest occurs when the personal interest of Company personnel or members of their immediate family interferes with, or has the potential to interfere with, the interests or business of the Company. For example, a conflict of interest may occur where an associate or a family member receives a gift, a unique advantage, or an improper personal benefit as a result of the associate's position at the Company. A conflict of interest could make it difficult for an associate to perform corporate duties objectively and effectively because he or she is involved in a competing interest. The following is a discussion of certain common areas that raise conflict of interest issues. However, a conflict of interest can occur in a variety of situations. Company personnel must be alert to recognize any situation that may raise conflict of interest issues and any material transaction or relationship that reasonably could be expected to give rise to actual or apparent conflicts of interest with the Company.



**Outside Activities/Employment** Any outside activity must not significantly encroach on the time and attention Company personnel devote to their corporate duties and should not adversely affect the quality or quantity of their work. In addition, unless the Company's approval is first obtained, Company personnel may not make use of corporate equipment, facilities or supplies, or imply the Company's sponsorship or support of any outside activity. Under no circumstances are associates permitted to take for themselves or their family members business opportunities that are discovered or made available by virtue of their positions at the Company. Moreover, Company personnel may not perform services for or, except as noted in the following paragraph, have a financial interest in any entity that is or to such person's knowledge may become, a vendor, customer or competitor of the Company. Associates are prohibited from taking part in any outside employment without the Company's prior approval. Associates may have a passive investment in any entity, provided that the investment does not create the appearance of a conflict of interest. Directors of the Company who are not associates of the Company must be sensitive to situations in which they may be associated with, or have business or financial interests in, corporations or other business entities that, from time to time, have business dealings with the Company or that may compete with the Company. While these relationships are not prohibited, they should be avoided where reasonably practicable. Any Company director who has or becomes engaged in such a relationship must promptly bring it to the attention of the Board of Directors, which shall take such action as it deems appropriate.

**Civic/Political Activities** Company personnel are encouraged to participate in civic, charitable or political activities so long as such participation does not encroach on the time and attention they are expected to devote to their Company-related duties. Such activities are to be conducted in a manner that does not involve the Company or its assets or facilities, and does not create an appearance of the Company's involvement or endorsement unless approved in advance by the Company.

**Inventions, Books and Publications** Associates must receive written permission from the Compliance Officer before developing, outside of the Company, any products, software or intellectual property that may be related to the Company's current or potential business.

**Proper Payments** Company personnel should pay for and receive only that which is proper. Company personnel should not make or promise payments to influence another's acts or decisions.

**Gifts** Company personnel and members of their families must not give or receive valuable gifts (including gifts of equipment or money, discounts or favored personal treatment) to or from any person associated with the Company' vendors or customers. Acceptance of a gift in the nature of a memento, such as a conference gift or other inconsequential gift is permitted. Engaging in normal occasional business related entertainment, such as meals or use of sporting, theatrical or other public event tickets is permissible with the understanding that it is expected that Company personnel will exercise sound judgment in reliance on this exception so as to avoid any situation that may otherwise be subject to question.



**Loans** The Company will not make loans or extend credit guarantees to or for the personal benefit of directors and officers except as permitted by law and the listing standards of any exchange or quotation system on which Company 's securities are listed. Loans or guarantees may be extended to other associates only with the Company's approval.

**Insider Trading** Employees are prohibited from trading in securities while in possession of material inside information. Among other things, trading while in possession of material inside information can subject the employee to criminal or civil penalties. The Company's DO'S & DONT'S relating to Trading in Securities by Directors, Officers and Other Associates are given as Exhibit to this code.

### **V. Fair Dealing**

Company personnel should deal fairly and in good faith with the Company's other associates, customers, suppliers, regulators, business partners and others. Company personnel may not take unfair advantage of anyone through manipulation, misrepresentation, inappropriate threats, fraud, and abuse of confidential information or other related conduct.

### **VI. Proper Use of Company Assets**

The Company's assets, including facilities, materials, supplies, time, information, intellectual property, software, and other assets owned or leased by the Company, or that are otherwise in the Company's possession, may be used only for legitimate business purposes. The personal use of the Company's assets without the Company's approval is prohibited.

### **VII. Delegation of Authority**

Company personnel, and particularly each of the Company's officers and other managerial associates, must exercise due care to ensure that any delegation of authority is reasonable and appropriate in scope, and includes appropriate and continuous monitoring.

### **VIII. Handling Confidential Information**

Company personnel should observe the confidentiality of information that they acquire by virtue of their employment by or affiliation with the Company, including information concerning customers, vendors, competitors and other associates, except where disclosure is approved by the Company or otherwise legally mandated. Of special sensitivity is financial information, which should under all circumstances be considered confidential except where its disclosure is approved by the Company, or after two full business days following its disclosure in a press release or a report filed with the Stock Exchanges where the securities of the company are listed. In addition, associates must safeguard proprietary information, which includes information that is not generally known to the public and has commercial value in the Company's business. Proprietary information includes, among other things, trade secrets, ideas, techniques, inventions (whether patentable or not) and other information relating to designs and research.



It also includes information relating to marketing, pricing, customers, and terms of compensation for Company personnel. The obligation to preserve proprietary information continues even after employment ends.

### **IX. Books and Records; Public Disclosures**

The effective operation of the Company's business, and the integrity of the Company's public disclosures, is dependent on accurate business records. Company personnel must prepare and maintain all Company records accurately and honestly. No false or misleading entries may be made in any books, records or accounts of the Company and no Company funds may be used for any purpose other than as described in the documents supporting the disbursement.

As a public company, the Company has an additional obligation to make or keep books, records and accounts that accurately and fairly reflect Company transactions so that filings and submissions with the stock exchanges and public communications can provide full, fair, timely, accurate and understandable disclosure. Company personnel engaged in the preparation of these filings, submissions and communications ("Compliance Officer") must endeavor to ensure that the Company's filings, submissions, and communications meet these objectives. Depending on their duties and responsibilities, other associates may be called upon to provide information to assure that the Company's reports are complete, fair and understandable. The Company expects all of its personnel to take this responsibility very seriously. If requested by the compliance officer to provide information for use in such filings, submissions or communications, Company personnel will provide, as promptly as practicable, accurate, relevant, understandable and complete information on a timely basis.

Associates who are responsible for any aspect of our internal accounting controls and financial and tax reporting systems must be vigilant in recording entries accurately and honestly and in a manner consistent with all legal requirements. If you are uncertain about proper recording of Company transactions or accounting or tax matters, you should consult with a superior. Company personnel must not take any action to fraudulently influence, coerce, manipulate or mislead any auditor engaged in the performance of an audit of Company financial statements.

Complaints or concerns regarding accounting, internal accounting controls or auditing matters should be reported either to the Compliance Officer or to the Audit Committee of our Board of Directors as indicated in Section XI of this Code. You may choose to submit such complaints or concerns anonymously. Any such communication will be treated confidentially.



### **X. Report of Violations**

Administration General Policy Regarding Report of Violations Associates who observe, learn of, or, in good faith, suspect a violation of the Code must immediately report the violation to the Compliance Officer, or to the Audit Committee of the Board of Directors. Associates who report violations or suspected violations in good faith will not be subject to retaliation of any kind. Reported violations will be investigated and addressed promptly and will be treated confidentially to the extent possible. A violation of the Code of Conduct may result in disciplinary action, which may include termination of employment. Complaints or concerns regarding accounting, internal accounting controls or auditing matters may be made directly to the Audit Committee in writing, email or by phone.

### **Complaint Procedure**

**Notification of Complaint** Company personnel who observe, learn of or, in good faith, suspect a violation of the Code must report the violation immediately to the Compliance Officer, or to the Audit Committee of the Board of Directors. You may be subject to disciplinary action, including termination of employment, if you fail to do so. Whenever practical, the complaint should be made in writing. It is unacceptable to submit a complaint knowing it is false.

**Investigation** Reports of violations will be investigated under the supervision of the Compliance Officer or the Audit Committee of the Board of Directors. Company personnel are required to cooperate fully in the investigation of reported violations and to provide truthful, complete and accurate information.

**Confidentiality** Except as may be required by law or the requirements of the resulting investigation, the Compliance Officer and others conducting the investigation shall not disclose the identity of anyone who reports a suspected violation if anonymity is requested.

**Protection Against Retaliation** Retaliation in any form against an individual who reports an alleged violation of this Code of Conduct, even if the report is mistaken, may itself be a violation of law and is a serious violation of this Code of Conduct. Any alleged act of retaliation must be reported immediately to the Compliance Officer. If determined to have in fact occurred, any act of retaliation will result in appropriate disciplinary action, which may include termination of employment.

**Report to Audit Committee** At each Audit Committee meeting, the Compliance Officer shall report on all complaints received and on the resolution, if any, of all outstanding and new complaints since the most recent Audit Committee meeting.



### **XI. Waivers**

Requests for a waiver of a provision of the Code of Conduct must be submitted in writing to the Compliance Officer for appropriate review, and the Managing Director or appropriate Board committee will decide the outcome. For conduct involving a director, only the Audit Committee of the Board has the authority to waive a provision of the Code. The Audit Committee must review and approve any "related party" transaction as defined in Companies Act, 1956, before it is consummated. In the event of an approved waiver involving the conduct of an officer, appropriate and prompt disclosure must be made to the Company's stockholders as required by Securities and Exchange Board of India or other regulation or by applicable listing requirements. Statements in the Code of Conduct to the effect that certain actions may be taken only with "the Company's approval" will be interpreted to mean that the appropriate officers, or the Board of Directors, or an appropriate Committee thereof must give prior written approval before the proposed action may be undertaken.

### **XII. Compliance**

**Adherence to Code; Disciplinary Action** All Company personnel have a responsibility to understand and follow this Code of Conduct. In addition, all Company personnel are expected to perform their work with honesty and integrity in all areas not specifically addressed in this Code. A violation of the Code may result in appropriate disciplinary action, including the possible termination from employment with the Company.

**Communications; Training; Annual Certification** The Company strongly encourages dialogue among associates and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations. Associates will receive periodic training on the contents and importance of the Code of Conduct and related policies and the manner in which violations must be reported and waivers must be requested. In addition, each director, each officer and each other managerial associate of the Company has an obligation to annually certify that he or she has read, understands and reaffirms their agreement to comply with this Code of Conduct and to the best of their knowledge has complied with all its provisions, and all Company personnel must certify that they received, read, understands and agrees to comply with this Code of Conduct and to the best of their knowledge are in compliance with all its provisions. Forms of these certifications are attached hereto as Exhibit A and Exhibit B. The Company shall periodically review the provisions of this Code of Conduct with all Company personnel and whenever significant changes are made to this Code of Conduct.

**Responsibility of Senior Employees** All Company officers and other managerial associates will be responsible for the enforcement of, and compliance with, this Code of Conduct, including necessary distribution to assure associate knowledge and compliance. Directors, officers and other managerial associates are expected to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Managerial associates may be disciplined if they condone misconduct, do not report misconduct, do not take reasonable measures to detect misconduct, or do not demonstrate the appropriate leadership to insure compliance.



### **XIII. Related Policies**

This Code of Conduct should be read in conjunction with the Company's other policy statements, copies of which are available from the Compliance Officer. No code of conduct or policy statement can cover every situation, accordingly, questions with respect to compliance with this Code of Conduct or the Company's other policy statements should be brought to the attention of the Compliance Officer for resolution.

### **Exhibit A**

#### **CODE OF CONDUCT DISCLOSURE STATEMENT**

As a director, officer or other employee of Prithvi Information Solutions Limited, I have read and understand the company's Code of Conduct, and I hereby affirm my agreement to comply with its terms. I hereby certify as follows:

1. I have received a copy of the Code of Conduct.
2. I have read, understood and agree to comply with the Code of Conduct.
3. I am currently in compliance and, as applicable, to the best of my knowledge members of my family are in compliance, with the terms of the Code of Conduct and all obligations imposed by it, except as disclosed below or on a separate page attached to this statement.
4. I am not aware of any conduct on the part of any person associated with the Company that may constitute a violation of the Code of Conduct, except with respect to any matters that I may have disclosed to the Compliance Officer or to the Audit Committee of the Board of Directors and/or as disclosed below or on a separate page attached to this statement.

I understand that all Disclosure Statements may be available to the Compliance Officer, the Audit Committee of the Board of Directors of the Company. Such information shall otherwise be held in confidence except when the Company's best interests would be served by disclosure.

Each person signing a Disclosure Statement is responsible for keeping his/her Disclosure Statement current. These statements will be kept in the Company's Human Resources Department files.

\_\_\_\_\_  
Signature

Name

Date



### **Exhibit B**

#### **ANNUAL SAFEGUARD DISCLOSURE STATEMENT**

As a director, officer or other managerial associate of Prithvi Information Solutions Limited, I have read and understood the company's Code of Conduct, and I hereby reaffirm my agreement to comply with its terms. With respect to the last 12 months, I hereby certify as follows:

1. I have complied and, as applicable, to the best of my knowledge members of my family have complied, with the terms of the Code of Conduct and all obligations imposed by it, except as disclosed below or on a separate page attached to this statement.
2. I am not aware of any conduct on the part of any person associated with the Company that may constitute a violation of the Code of Conduct, except with respect to any matters that I may have disclosed to the Compliance Officer or to the Audit Committee of the Board of Directors and/or as disclosed below or on a separate page attached to this statement.

I understand that all Disclosure Statements may be available to the Compliance Officer, the Audit Committee of the Board of Directors of the Company. Such information shall otherwise be held in confidence except when the Company's best interests would be served by disclosure.

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Signature

Name

Date



### Exhibit C

#### **DO'S & DON'T'S RELATING TO INSIDER TRADING BY ASSOCIATES & DIRECTORS.**

SI No	Subject	Remarks
1	Please check up whether you are an insider?	"Insider" means any person who is or was connected with the company or is deemed to have been connected with company and who is reasonably expected to have access to unpublished price sensitive information.
2	Please check up whether you are a connected person?	A connected person means any person who: (i) Is a director as per Sec.2(13) or (ii) Is deemed to be a director as per Sec.307(10) of the Companies Act,1956 or (iii) Occupies the position as an officer or an associate of the company involving professional or business relationship with the company whether temporary or permanent and who may reasonably expected to have an access to unpublished price sensitive information in relation to the company. For this purpose connected person means who is connected six months prior to insider trading.
3	Please check are you a person deemed to be a connected person?	A person is deemed to be a connected person if such person is: (i) A company under the same management or group or any subsidiary thereof (ii) An intermediary under Sec.12 of SEBI Act, Investment company, Trustee Company, Asset management company or any officer of stock exchange or clearing house(NSDL,CDSL). (iii) A merchant Banker, share transfer agent, registrar to an issue, debenture trustee, broker, portfolio manager, investment advisor, sub broker, investment company or its subsidiary, member of the board of directors of the asset management company who have fiduciary relationship with the company. (iv) Member of the Board or an associate of a public financial institution having fiduciary relationship with the company. (v) Official of a self regulatory body (vi) A banker to the company (vii) Relatives of the connected person (viii) Any firm in which the connected person or his relative holds more than ten percent of the holding or interest



SI No	Subject	Remarks
4	PI. check what is a price sensitive information?	<p>Price sensitive information means any information which relates directly or indirectly to a company and which if published is likely to materially affect the price of the securities of the company. For this purpose, the following shall be deemed to be price sensitive information:</p> <ol style="list-style-type: none"> <li>i. Periodical financial results of the company.</li> <li>ii. Intended declaration of interim/final dividend.</li> <li>iii. Issue of securities or buyback of securities.</li> <li>iv. Any major expansion plans or execution of new projects.</li> <li>v. Amalgamation, merger or takeovers.</li> <li>vi. Disposal of the whole or substantial part of the undertaking.</li> <li>vii. Significant changes in the policies, plans or operations of the company.</li> </ol>

No insider shall either on his own behalf or on behalf of any other person; deal in securities of a company listed on any stock exchanges when in possession of any unpublished information.

No insider shall communicate, counsel or procure directly or indirectly any unpublished price sensitive information to any person

No company shall deal in the securities of another company or associate of that other company while in possession of any unpublished price sensitive information.

Any possible violation will be investigated by the SEBI as well as the Company. While the disciplinary action by the company can even lead to termination of the services of such person, the civil and criminal prosecution by the SEBI can also take place simultaneously.

Any person who holds more than 5% of shares or voting rights in any listed company shall disclose to the company within 4 working days of receipt of intimation of allotment or acquisition and any change exceeding 2% of the shareholding/voting right.

Every Director/Officer shall disclose to the company total number of shares held by them and if there is any change exceeding Rs.5 lakh or 25,000 shares thereof or 1% of the shareholding/voting right which ever is less within 4 working days and within 5 working days the company shall disclose to the stock exchanges.

If any shareholder intends to sell, the prior permission of the compliance officer shall be taken and such clearance is valid for one week only.

*For further details contact the Company Secretary*