



Ethics Policy

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Ethics Policy

Policy Summary

Pro Interactive Services (India) Pvt Ltd expects that all of its business is conducted in compliance with high ethical standards of business practice. We apply these standards to all dealings with employees, customers, suppliers and other stakeholders.

The Ethics Policy, which has been approved by the Board of Pro Interactive Services, is set out below. Our Ethics Policy has been developed to ensure that our business is conducted in adherence with high ethical and legal principles and sets standards of professionalism and integrity for all employees and operations nationwide.

The following is a summary:

All employees have the right to expect and the responsibility to ensure that business of Pro Interactive Services is conducted with high ethical standards and legal principles;

- Our policy is to operate within applicable law;
- Discrimination or harassment of any kind will not be tolerated;
- As a matter of policy, we do not make political donations;
- No bribes shall be given or received;
- Conflicts of interest must be avoided;
- We aim to be a responsible partner within our local communities; and
- Employees are encouraged and supported to report, in confidence, any suspected wrong doing.

Our internal control process includes the review of appropriate ethical behavior.

Introduction

This summary is not intended to address every instance in which we are called upon to observe and practice sound business ethics. However, it is meant to remind us that if we each strive to live and abide by basic ethical principles in the day-to-day conduct of our business, we will foster an environment of mutual trust and respect, and continue to build on our reputation for integrity, which is the foundation of the company.

Pro Interactive Services believes that all aspects of our business must be based on the highest ethical standards. Since managers are responsible for directing the actions of others and for setting an example for other employees, they should be familiar with this Business Ethics Policy

and how it applies to them and to those under their supervision. It should be remembered that no one has authority to require or influence another employee to violate this code of conduct, and any attempt to do so may result in immediate disciplinary action, up to and including termination of employment.

Good judgment is a fundamental basis of everything Pro Interactive does as a company and understanding our ethical and legal parameters can only strengthen that judgment. We have a responsibility to follow applicable laws and regulations in all locations where we do business. If local law is stricter than the Business Ethics Policy, then we should follow local law. If the Business Ethics Policy is stricter than local law, then we should follow the Policy.

This Pro Interactive Ethics Policy shall be reviewed from time to time. The policy applies to every employee of the Organisation.

Employment, Discrimination and Harassment

Taking into account local practice and the operational requirements of the business, it is our goal to offer unambiguous and fair terms of employment and to provide employees with appropriate opportunities to develop their skills and progress in their careers. It is our intention to honor all applicable terms and conditions of employment.

Employees are encouraged to recognize their duty to act in a responsible manner in the workplace, having due regard for the health, safety and general welfare of their colleagues.

We consider that the diverse backgrounds and nationalities of employees around the country form a strength to the business. All employees regardless of their color, race, religion, marital status, sexual orientation, disability or age should be treated fairly and honestly with both respect and dignity. Harassment (including sexual, physical, mental, use of abusive language or offensive gestures) or bullying, in any shape or form will not be tolerated. Any employee who is proved to have acted in a discriminatory manner or to have indulged in bullying or harassment will be subject to disciplinary or grievance procedures and all employees are strongly encouraged to report such incidents.

It is our policy to respect the human rights of all employees, including: ensuring employees have the freedom to express without fear of discrimination against the exercise of such freedoms;

- a prohibition on using forced or child labor; and
- appropriate restrictions on the access and use of personal employee information to respect rights of privacy.

Conduct and Behavior Standards

All employees are expected to contribute to the success of Pro Interactive by performing their jobs as required and conducting themselves in a professional manner consistent with the company's business philosophy, values and standards of business conduct.

Employee honesty and integrity are essential to ethical business practices. Employees are required to prepare all reports, including expense reports and time cards accurately and truthfully.

Unacceptable conduct that is considered detrimental to the company's best interests may result in immediate disciplinary action, up to and including termination of employment.

Misuse of Pro Interactive property, including the company's equipment, supplies, e-mail, intranet, and computer and voicemail systems can constitute unethical conduct. These tools and resources are intended to assist employees in conducting legitimate company business, and any other use of such property is discouraged.

Any of the following conduct by any employee, including the Chairman, Chief Executive Officer ("CEO") or Chief Financial Officer ("CFO"), must be reported immediately to the Board of Directors:

- Violation of the company's revenue recognition policies and procedures, or any other company policies or procedures designed to insure full, fair, accurate, timely and understandable disclosure of company information as required by applicable governmental law, rule or regulation.
- Failure to fully, fairly, accurately, understandably and timely disclose to the appropriate individual(s) within the company any and all information that relates to the company's business, operations or financial condition that may need to be reported or disclosed to pursuant to applicable governmental law, rule or regulation.
- Misrepresentation, concealment, falsification or destruction of any documents or other information relating to the company's business, operations or financial condition that may be required to be reported or disclosed, or used to prepare documents required to be reported or disclosed, pursuant to applicable governmental law, rule or regulation.
- Any other activity or conduct that could cause an individual, the company or any of its officers or directors to violate any applicable governmental law, rule or regulation relating to full, fair, accurate, timely and understandable disclosure of information required to be disclosed to any third person.

Compliance with the Law

At all times, it is our policy to stay within the laws, rules and regulations of the country, states or other jurisdictions in which we operate. It is our policy to co-operate fully with relevant public authorities and regulatory bodies as appropriate.

The senior management team of each operating unit or subsidiary is responsible for ensuring that legislation is complied with and that requirements are appropriately communicated to their staff.

All employees have the right and the responsibility to resolve doubts or uncertainties about ethical questions or compliance with the law. To resolve any ethical or legal issue, an employee should first contact his or her immediate manager or supervisor for guidance prior to taking any action. We also strongly encourage an 'open door' policy to bring any such queries, if necessary, to a higher level of management.

Control procedures must exist so that all declarations to government accurately represent local data and, where applicable, that of the Group.

In certain areas the relationship with affiliates may preclude companies from tendering for certain government contracts or making certain types of grant application. Care must be taken to avoid infringing these rules.

Ethics in the Marketplace

The truth, properly told and presented, should be the objective of all promotional activity. Customers shall be treated with respect and competition with peer companies should be fair and ethical. The following lists some of the major issues regarding ethics in the marketplace:

- Nothing is to be gained through misrepresentation, exaggerated claims or other forms of false advertising. Our products and services must stand on their own merits and their quality.
- Collaboration with competitors to establish or maintain prices or to unlawfully restrain trade will not be allowed.
- Customers should be given factual information about prices, schedules, services and other terms of business. Suppliers, subcontractors, advisors or representatives also deserve to be treated fairly, honestly and in accordance with agreed terms.
- From time to time, customers, suppliers, advisors or representatives may divulge confidential information to you. It is our duty to respect these confidences in accordance with applicable contractual and legal requirements.
- Any complaints from customers, suppliers, subcontractors, advisors or representatives should be dealt with promptly and fairly.
- Although we should strive to know and understand our competitors so that we can perform in the market, industrial espionage is not permitted.

- It is not Company policy to knowingly infringe on the copyright, trademarks, patents or other properly registered intellectual property of others.
- Management should have due regard as to how contracts or arrangements with new suppliers, et al. will reflect on the reputation and ethics of Pro Interactive.

Political Contributions

Pro Interactive's policy is that it does not use corporate funds, whether in cash, goods, services, equipment, etc., to make contributions to political candidates, political parties or committees, or political entities.

Bribes or Other Payment to Influence Business Transactions

The giving or receiving of any such payment is indefensible. No bribes of any sort may be paid to or accepted from customers, politicians, government representatives, advisors or representatives. It is not permitted to establish accounts or internal budgets for the purpose of facilitating bribes or influencing transactions (slush funds).

Violation of governing laws leads to significant risk that could result in fines, penalties and damaged reputation. Although laws vary, the following general guidelines should be followed when dealing with any governmental agency:

- NEVER discuss or offer employment or business opportunities to contracting officers or governmental officials who may influence an official act or decision affecting Pro Interactive or its business.
- NEVER offer or give gifts or favors to anyone in connection with any government contracting activity, including "kickbacks" to any customer who is a prime contractor with a government entity.
- NEVER offer or give bribes or other questionable or irregular payments (whether in the form of cash, goods or other property) if you know, or have reason to believe, that such payments will be used to influence foreign officials or their representatives to facilitate official acts or decisions involving Pro Interactive. This rule applies even if such payments are considered customary or legal in the countries in question.

Gifts and Entertainment

Special care must be taken in accepting or giving gifts and entertainment. These are not permitted if it would create a real or perceived conflict of interest. The exchange of social courtesies is acceptable when there is a clear business purpose and they remain within good taste. Neither the receipt nor the giving of excessive entertainment, substantial gifts or favors is acceptable.

Provided they are:

1. consistent with Pro Interactive business practices,
2. do not violate applicable laws, and
3. public disclosure would not embarrass Pro Interactive.

The following are examples of gifts or favored treatment that may be accepted or given by Pro Interactive employees:

- coffee mugs, pens, calendars, paper weights, clothing or items of similar value displaying a company logo
- bouquets of flowers, fruit baskets, confectionery
- product samples of nominal commercial value
- modest refreshments or meals
- the provision of reasonable travel facilities
- modest hospitality, e.g. a music concert, a theatre show or a sports event
- modest gifts (such as a bottle of wine, a food hamper, etc.) given to mark an event such as Christmas or Deepawali, etc.

There may be cases where refusal of a gift would cause embarrassment to the person offering it, particularly if you are a guest. Guidance on local customs and behavior should be sought before going on a business trip. Employees should politely refuse excessive gifts/entertainment, explaining to the offer or that Company policy prohibits the receipt of such gifts/entertainment.

The giving of gifts/entertainment must be properly authorized and accounted for.

If you are in doubt as to whether gifts and entertainment are appropriate, you should raise your concerns with local management prior to accepting or giving any such gift or entertainment.

Conflicts of Interest

Whether it is actual or apparent, conflicts of interest must be avoided. Actions taken by employees should be objective and based on the best interests of the Company. There are too many instances where such conflicts may arise to list, but the following list may prove helpful:

- Accepting personal payments from suppliers et al., which may influence your business decision.
- Employees shall not directly or indirectly work or consult for a competitor or engage in activity that is competitive with Pro Interactive business interests (including working for a Pro Interactive vendor). It is never acceptable for an employee to utilize Pro Interactive customer lists or contacts to market their own or third-party goods and services, even if they are not competing with Pro Interactive products or services.
- Potential conflicts between personal and professional relationships.

- You should declare to your Managing Director or President, (and notify your line manager) of any interest you or a close member of your family may have in a business that Pro interactive is, or may have, dealings with (ignoring a shareholding in a major company, so long as such investment does not create a conflict of interest).
- Prior written approval must be obtained from your Managing Director or President (with notification to your line manager) prior to employees accepting a second job, consultancy, etc., to ensure this will not conflict with other interests of Pro Interactive.
- Undertaking any private work which might generate intellectual property is generally prohibited, since it can be difficult to distinguish this from Company work.
- It is illegal for anyone to buy or sell shares in Pro Interactive Communications plc based on knowledge of material information which may affect the share price, if that information (price-sensitive information) is not available to the public. Notwithstanding an employee's duty to his/her employer to keep price-sensitive information confidential, it may also be a civil or a criminal offence to pass such information on to an unauthorized third party. The Company's Share Dealing Code provides additional guidance on this matter and if in doubt, you should contact the Company Secretary, for further guidance.
- Prior written approval must be obtained from the MD/Chairman before any Pro Interactive employee accepts an appointment to the board of any other company.

If you do suspect you have a conflict of interest, whether actual or potential, please raise your concerns immediately with line management. You should take no part nor seek to influence a business decision which may result in a conflict of interest arising.

Involvement in the Community

Pro Interactive aims to be a responsible partner within the local communities in which it operates through the support of community initiatives and local charities. Each business unit is encouraged, through the Company's charitable donations policy, to support reputable initiatives which address the needs of their local community.

Pro Interactive Proprietary Information

Trade secrets, technology, ideas, customer lists, unannounced financial data, marketing and pricing strategies, and business plans are, among others, Pro Interactive's most valuable business assets and protecting their confidential and proprietary nature is the ethical duty of every Pro Interactive employee. This information must not be disclosed to anyone without proper authorization. By law, our trade secrets are our property and we all have obligations to protect that property. In the course of your employment you may be given or come into contact with information that is commercially sensitive or which is provided for your information so that you may gain a better understanding of the business, for example at staff briefing meetings. This type of information must not be divulged outside the organization via any route (e.g. verbal, oral, internet chat room or to the media). Breach of this obligation may result in disciplinary proceedings. When in doubt, contact the legal department.

In addition, no employee must ever attempt to obtain or use another company's proprietary information for Pro Interactive's benefit or otherwise in violation of law or any applicable agreement.

Information Security

Information is vital to Pro Interactive's continuing success. Inadequate protection or misuse of Pro Interactive's information assets could give the company's competition an unfair advantage, diminish the quality of our products and services, increase the risk of litigation, or otherwise harm the company. All Pro Interactive employees share a responsibility to our customers, shareholders, and each other to protect Pro Interactive, customer, and vendor information assets from unauthorized access, use, modification, destruction, theft, or disclosure and must treat such assets in accordance with any information handling policies issued by Pro Interactive.

Trade Regulations

Trade laws and regulations in the U.S. and elsewhere around the world are intended to foster ethical competition in the marketplace and to limit activities that restrain trade. Accordingly, employees must never discuss or enter into any arrangement or understanding with a competitor regarding the pricing of products, favoring or withholding business from particular customers or vendors, or any other activity that may have antitrust or anti-competition implications. Any questions regarding trade or competition laws or how they might affect the way employees or the company conduct business should be referred to the General Counsel.

Communication with the Financial Community and/or Media

Employees who are contacted by a member of the financial community or media are not authorized to provide information regarding Pro Interactive or its business without prior approval. Financial calls should be referred to the CFO, or the Investor Relations Department; calls from industry analysts or the media should be referred to the Marketing Department.

Whistle Blowing

All employees have the right and the responsibility to question possible wrongdoings and are encouraged to remain vigilant against such possible actions. If an employee suspects wrongdoing (whether or not the suspected act has actually occurred), he/she should immediately report the matter to their line management, or if this is not possible, to a higher level of local management. Line/local management should be able to advise if the action in question is in fact a wrongdoing. If the employee feels that he/she cannot report the suspected wrongdoing at a local level, the employee should report it immediately to the General Counsel, who is authorized directly by the Board of Directors to investigate any such matters. Employees who report the suspected wrongdoing to MD/Directors/COO/RDs may do so in confidence and may report the suspected wrongdoing anonymously if they do so via a letter.

(Envelopes should be marked "Strictly Private and Confidential")

The Company does not view an employee who has 'blown the whistle' as a trouble-maker, but rather as a witness to an event. You will not suffer discrimination or persecution for raising concerns in good faith, even if the concern is not proved and, if possible, you will be informed of the outcome. Discrimination and persecution of employees who raise genuine concerns will not be tolerated under any circumstances and support will be provided to whistleblowers as appropriate.

Examples of suspected incidences, that may be potential or actual, which employees may feel require reporting include, but are not limited to:

Violation of health, safety and environmental procedures or legislation.

- Discrimination or other unwarranted detrimental treatment of employees (e.g. bullying, harassment)
- Misappropriation of funds
- Conflicts of interest
- Bribery, fraud or other forms of corruption
- Manipulation of accounts
- The deliberate provision of misleading information or falsification of records
- Suspected criminal activities or civil violations
- Misuse of Company property, for example, the use of Company property for personal gain
- Breaches of copyright, patents, intellectual property, including breaches of software copyright licenses
- Breach of any Company guidelines or policies, including this Ethics Policy

Disciplinary Action

Any employee who violates our ethical standards is subject to disciplinary action which can include oral reprimand, written reprimand, suspension or termination of employment.

COO

MD