

II. Commitment to the law and best practice standards

a) Financial reporting and records

Best & Crompton shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which Best & Crompton conducts its business affairs, or the standards uniformly chosen by Best & Crompton in consultation with its External Auditors.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action, if any, under the relevant laws.

b) Quality of services

Best & Crompton shall be committed to provide services of the highest standard backed by efficient follow-up service, consistent with the requirements of the customers in offshore services environment, to ensure their total satisfaction. Best & Crompton should always seek to achieve international standards in providing services.

c) Public representation of Best & Crompton

Best & Crompton honors the information requirements of the public and its stakeholders. In all its public appearance, with respect to disclosing any business information to public constituencies such as the media, the financial community, employees and shareholders, Best & Crompton shall be represented only by specifically authorized directors and employees. It will be the sole responsibility of these authorized representatives to disclose information on Best & Crompton. Information specifically prohibited from being disclosed, based on client confidentiality guidelines, shall not be disclosed to any external parties.

d) Conflict of interest

An employee of Best & Crompton shall not engage in any business, relationship or activity, which might detrimentally conflict with the interests of Best & Crompton. A conflict of interest, actual or potential, may arise where, directly or indirectly,

(i) an employee of Best & Crompton engages in a business, relationship or activity with anyone who is party to a transaction with Best & Crompton,

(ii) an employee is in a position to derive a personal benefit or a benefit to any of his relatives by making or influencing decisions relating to any transaction, and

(iii) an independent judgment of Best & Crompton's best interest cannot be exercised on account of other involvements by the employees empowered to make such judgment.

The main areas of such actual or potential conflicts of interest could or may include the following:

- Financial interest of an employee of Best & Crompton or his relatives including the holding of an investment in the subscribed share capital of any company or a share in any firm which is an actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of Best & Crompton. (The ownership of up to 5% of the voting capital of the company shall not ordinarily constitute a financial interest for this purpose.)
- An employee of Best & Crompton conducting business on behalf of Best & Crompton or being in a position to influence a decision with regard to his Best & Crompton's business with a supplier or customer of which his relative is a principal, officer or representative, resulting in a benefit to him or his relative either immediately or in the future.
- Award of benefits such as increase in salary or other remuneration, posting, transfer, promotion or recruitment of a relative of an employee of Best & Crompton.
- Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with Best & Crompton.

Notwithstanding that such or other instances of conflict of interest may exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to Best & Crompton's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company or firm

which is a supplier, customer, distributor of or has other business dealings with his company.

Every employee who is required to make a disclosure as mentioned above shall do so, in writing, to his immediate superior who shall forward the information along with his comments to the Compliance Officer who in turn will place it before the Audit Committee of the Board of Directors and, upon a decision being taken in the matter, the employee concerned will be required to take necessary action as advised to resolve / avoid the conflict.

If an employee fails to make a disclosure as required herein and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management would take a serious view of the matter and may consider suitable disciplinary action against the employee.