

***INTEGRA  
TELECOMMUNICATION  
AND  
SOFTWARE LIMITED  
("The Company")***

***Code of Business Ethics***

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## 1. Objective:

The objective this Code is to serve as a guide to the organisation associates with the Company on the principle of business ethics and to set up standards for compliance of Corporate Governance.

ITSL associates play a critically important role in our ability to operate and provide products and services to our customers. That is why we must choose them carefully, based on merit, and with the expectation that our associates will act consistently with our compliance and ethics requirements.

## 2. Regulatory Framework

- 2.1 This code is pursuant to Schedule IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.2 Accordingly, the Board of Directors of Integra Telecommunication and Software Limited ("the Company") revised and adopted this code of Business Ethics.

## 3. Definition

- 3.1 **"Associate"** means external person / body of persons / company / organisation, ITSL does its business with. They could be advertising agencies, developers, consultants, vendors, suppliers, third party manufacturers, etc.
- 3.2 **"Board"** means the Board of Directors of the Company.
- 3.3 **"code"** shall mean the code of Business Ethics.
- 3.4 **"Members"** means all the directors, Employees, representatives of the Company.
- 3.5 **"The Act"** means the Companies Act 2013 together with the Rules notified there under, including any statutory modifications or re-enactments thereof for the time being in force.
- 3.6 **"The Company or "ITSL"** means Integra Telecommunication and Software Limited
- 3.7 **"The Regulations"** mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

Any term, word and phrases not defined herein shall have the same meaning as defined in the Companies Act, 2013, Regulations or any other applicable law or regulation to the extent applicable to the Company.

## 4. Applicability

This Code applies to all associates with whom the Company do business, further:

- a. Members need to choose an associate on merit; avoid conflicts of interest, inappropriate gifts and entertainment or any other kind of favouritism that might compromise or influence selection.
- b. Members need to do business with associates who comply with legal requirements and who act in a manner that is consistent with the Company commitment to compliance and ethics as outlined in this Code.
- c. Members will help our associates understand our compliance and ethics requirements.
- d. Members will always deal fairly, ethically and lawfully with associates and customers.

This code of our agreements with the associates and compliance with the same is mandatory for our continued Business Ethics would be appended to all association with such third parties. Any deviation in complying with the code would be treated in the same manner as breach of Code of Conduct for Board and Senior Management and the consequences to follow.

Please note that additional rules regarding associates may apply to a particular job, members are expected to get such additional rules (if any) from the Supervisor and / or Human Resources representative.

## **5. Ethics**

To meet social responsibilities, associates are expected to conduct their business in an ethical manner and act with integrity.

Associates shall safeguard and make only appropriate use as authorized by the Company of confidential information and ensure that all employees, associates, business partners privacy and valid intellectual property rights are protected.

## **6. Legal Compliance**

- a. Associates will comply with all the applicable laws, regulations, rules and regulatory orders.
- b. Associates will acquire appropriate knowledge of the requirements relating to their duties sufficient to enable them, to recognise potential dangers and to know when to seek advice from Legal department of the Company on specific law or company policies and procedures.
- c. Violation of any law, regulations, rules and orders may make associates liable for criminal or civil action, in addition to termination / suspension of their association with the company without any compensation / damages for such action against.
- d. Associates will not at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied with any competitor concerning prices, discounts, other terms or conditions of sale, profit or profit margins, costs, allocation of products/services or geographic markets, allocation of customers, limitations on production, boycotts of customer or suppliers, or bids or the intent to bid or even discuss or exchange information on these subjects. These prohibitions are absolute and strict observance is required.
- e. Associates shall not, on their own behalf or on behalf of any other person, directly or indirectly attempt to entice, solicit, induce, recruit, encourage members of the Company to terminate their employment or assignments with the Company. Company shall be entitled, in addition to all other legal remedies that it may have, to damages associated with recruiting costs and training costs for replacing ITSL employee, if associates breach this obligation.

## **7. Prohibition of Corruption & Bribery**

1. Associates warrant that there will not make any payment, gifts or other commitment to Members of the Company, to Government officials or otherwise in a manner contrary to applicable laws.
2. policies or standards of conduct, for the purpose of obtaining or facilitating the performance of or otherwise relating to the contract.
3. Nothing in this Policy will render ITSL liable to reimburse the vendor / associate / agents or their associates for any such consideration given or promised or for any consequences arising out of such actions.

## **8. Labour and Human Rights**

Associates shall comply with all laws including specifically, the labour laws as applicable. In case of any discrepancy between ITSL's understanding or interpretation of law and that of associates, please note that for decision on violation of this Code, ITSL interpretation of law shall apply. Associates will ensure that the work environment provided to their employees / staff is free from all types of harassment.

## **9. Health & safety of the employees/staff**

Associates will provide a safe and healthy working environment for all the employees / staff working at their office / factory.

**10. Environment Protection**

It is essential that associates have to comply with all applicable environmental regulations. All required / applicable permits, licenses, information registrations and restrictions shall be obtained by the associates.

**11. Grievance Redressal Mechanism**

If associates have a question or concern about legal or ethical standards, they can choose to reach out to multiple members in the Company who will be equipped to help them resolve their concern.

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