



XTGLOBAL INFOTECH LIMITED
(Formerly Frontier Informatics Limited)

**CODE OF CONDUCT FOR SENIOR
MANAGEMENT PERSONNEL**

Preamble

'Senior Management Personnel' comprising employees at the level just below Whole time Directors, including all functional heads, and holding positions such as General manager, form the core executive management team of the Company. Working under the superintendence, control and guidance of the Managing Director/ Wholetime Director, they are responsible for implementation of all management decisions concerning the operations of the Company and for achieving the business objectives of the company. While doing so, they have to uphold and protect the Company's reputation for integrity and fair dealing and to set examples within the company.

Code of Conduct

Based on the above principles the Senior Management Personnel of XTGlobal Infotech Limited (Formerly Frontier Informatics Limited). ('the Company') are expected to observe the following Code of Conduct :-

1. Avoidance of Conflict of Interest

Senior management personnel having financial, personal or family interest in a vendor, customer or competitor shall make such interest known to their immediate superiors and shall abstain from the decision-making process related to such vendor, customer or competitor. For this purpose, 'Family' means spouse, children, brothers, sisters and parents.

2. Business Integrity and Ethics

Senior management personnel shall adhere to the highest standard of integrity and ethics in discharge of their functions. While exercising the authority and discharging the responsibilities assigned to them they are expected to conduct themselves in such a manner as to avoid any act which may bring embarrassment to the company and is defamatory.

3. Terms and conditions of Employment and legal compliance

Senior Management Personnel shall strictly comply with the terms and conditions of their employment with the company including Rules & Regulations as applicable to them in accordance with company's HR policy as in force from time to time. They shall assist and provide necessary support to Managing director/ Whole-time director in ensuring that all national and local laws, regulations and customs falling within their respective gamut are complied with.

4. Confidentiality

Senior Management Personnel shall keep confidential and not divulge directly or indirectly any information (except what is in the public domain) relating to the Company, its intellectual properties, its business and its customers/vendors which they have become aware of in the course of their employment either by knowledge derived in the course of participation in internal Meetings. They shall not also make use of such information for any purpose other than for the benefit of the Company.

5. **Not to make secret profit**

Senior Management Personnel shall not make any secret profit out of his position. If they receive information on a potential business opportunity in his capacity as an employee of the Company he shall not use that opportunity for his own purpose.

6. **Investment in shares of the company**

Senior Management Personnel shall not deal in company's securities on a short-term basis. They shall accept that they are not free to deal in the Company's securities at all times.