

TECHNO BRAIN LTD NON-DISCLOSURE AND BUSINESS ETHICS POLICY

Objective: To protect the company information and to bring awareness to the employees about their duties in information security.

1. Confidentiality

Employee acknowledges that in the course of employee's employment by company, employee will be exposed to valuable confidential and trade secret information of company. Employee agrees to treat all such information as confidential and to take all necessary precautions against disclosure of such information to third parties during and after the term of this agreement.

Employee acknowledges that trade secrets of the company will consist of but will not be necessarily limited to Technical & Business information such as

- ❖ **Technical Information:** Methods, processes, formulae, compositions, systems, techniques, inventions, machines, computer programs and research projects, products, services, technology, designs, processes, formulae, computer systems, computer software, source codes, algorithms, research or development of the Company; Improvements, methods or any other information that by its very nature may be considered to be confidential, proprietary or trade secret relating to products or services which Techno Brain, Techno Brain customers or co-operating parties

- ❖ **Business Information:** Information relating to the business plans, sales or marketing methods, Prototypes, methods of doing business, customer lists, customer requirements or supplier information of the Company; pricing data, sources of supply, financial data and marketing, production or merchandising systems or plans, sales figures, costs, Operating income, price calculation models.

- ❖ Information which is unique to the Company such as marketing plans, customer information, and development results, etc.

- ❖ Any information which the Company or their clients or customers may wish to protect by patent or copyright, or by keeping it secret or confidential; and

- ❖ Information relating to proprietary products or services;

- ❖ Any proprietary information not generally known to the public;

- ❖ Information related to HR areas like compensation & benefits etc.

2. Use

Employee shall not use company's confidential and trade secret information, except to the extent necessary to provide services or goods requested by company

- ❖ Employee shall not reveal any company secrets to any person who is not approved by Techno Brain to receive such information.

- ❖ Employee shall neither directly nor indirectly, makes use of company secrets other than in the execution of the job as agreed between company and the employee.

- ❖ Employee shall adhere to Techno Brain Ltd instructions regarding company secrets, such as, the requirement that certain information may not be removed from company premises or may only be communicated to certain Techno Brain Ltd employees.
- ❖ Employee shall not approach any of Techno Brain's (at all locations) existing or past clients for employment during or after employment with Techno Brain Ltd for minimum 1 year from the date of separation
- ❖ Employee shall not approach any of Company's consultants directly /indirectly for employment or otherwise during or after employment with Techno Brain Ltd
- ❖ Not use any Confidential Information for own benefit or for the benefit of any third party or in a manner which could be detrimental to the Company;
- ❖ Employee shall do everything reasonably within my power to protect the confidentiality of all Confidential Information;
- ❖ Employee should be aware that neither company secrets nor any other material may be photocopied or otherwise duplicated, including digital copying, other than as required for the execution of Techno Brain Ltd work.
- ❖ Employee shall strictly maintain confidentiality of the passwords, PIN codes, log-on IDs of shared software applications.
- ❖ Employee shall not access any information, data or computer system other than that which I have been specifically authorized to access by Techno Brain.
- ❖ That in the execution of Techno Brain work, employee shall not intentionally make use of material inconsistent with a professional work place, for example material such as, but not limited to, fraudulent, harassing or sexually oriented.
- ❖ Upon learning of any security incidents, Shortcomings or suspicious activities, employee shall Notify Techno Brain Ltd promptly and co-operate fully with the company to resolve the situation.
- ❖ Employee have no right to privacy in anything that he/she display, Create, store send or receive on Techno Brains Computing resources.
- ❖ Employee shall handover to the company all intellectual property rights, all results produced during the work for Techno Brain Ltd, as well as ownership rights, any materials produced in this connection. Techno Brain Ltd there by acquires the sole right, also exclusive of the employee to freely use the results of his/her work and the associated intellectual property rights for an unlimited time and without any obligation to pay additional remuneration.

3. Upon Termination

All materials furnished to employee by company and all materials prepared by employee in connection with employees employment by company, including (but not limited to) documents, models, source code, designs, flowcharts and listings, along with all copies made thereof, shall be returned promptly to company upon termination of Employee's employment by company.

The employee must not approach any of our existing or past clients for employment during or after employment with Techno Brain for minimum 1 year from the date of separation from the company.

4. Enforcement

The employee agrees that if he/she commits a breach of any of the provisions of this policy, the company shall have the right to take any disciplinary actions or enforce this agreement in any court. Employee acknowledges and agrees that any such breach of this policy will cause substantial damage and irreparable harm to Techno Brain Ltd and that employee can be held personally responsible for damage caused thereby to the company.

5. Ownership

Employee agrees that all developments made and works created by Employee or under Employee's direction in connection with company assignments shall be the sole and complete property of company, that any and all copy rights and other proprietary interests therein shall belong to company, and that the other provisions of this agreement shall fully apply to all such developments and works.

Techno Brain Business Ethics Policy

The successful business operation and reputation of the organization is built upon the principles of fair dealing and ethical conduct of our employees.

This policy describes the ethical relationship and code of conduct that Techno Brain Ltd requires of its employees while working for the company. All Techno Brain employees shall comply with all laws governing its operation and shall conduct business in accordance with the highest ethical standards. When conducting business for the company or representing Techno Brain Ltd in any capacity, both on and off company property, employees are expected to maintain consistently high standards of ethical behavior.

The following are the principles of the Techno Brain Ltd Business Ethics policy that governs all practice concerning business ethics:

- ❖ Employees shall not be involved in any activity, including personal investment, which creates or gives the appearance of a conflict of interest with the business of Techno Brain Ltd. All outside business interests require the prior approval of CEO.
- ❖ Employees dealing with contractors ,carriers ,suppliers, consultants, customer and other having business with the company shall conduct their activities in the best interests of Techno Brain Ltd, without favour or preference.
- ❖ Employee should Exercise fairness ,proper courtesy ,sensitivity in dealing with customers and other stakeholders
- ❖ Employees should dress in a business attire at client locations at all times and wear company ID at client location
- ❖ Employee shall not accept gifts, gratuities, entertainment or anything of value, beyond levels authorized from any person who has business dealings with Techno Brain Ltd. This prohibition also applies to employee's immediate family members and anyone living in their homes.
- ❖ Employees as well as agents or representatives working on behalf of Techno Brain Ltd, may not offer, promise or give anything of value, directly or indirectly, to any government official (domestic or foreign), any official of public international organization,

or any political party, candidate or official, to obtain or retain business for anyone, direct business to anyone, or secure any other improper advantage. Any permissible gift ,gratuity ,payment ,or entertainments proposed for any government official requires prior approval by the CEO.

- ❖ All employees must respect the privacy rights of Techno Brain Ltd employees relative to their own personal information and must comply with all applicable laws concerning employee privacy rights.
- ❖ Techno Brain Ltd independently and unilaterally determines the prices and terms of sale of its product and services. Employees shall not make any agreement with a competitor affecting the prices, terms or condition of sale of company products or service in relation to those of a competitor.
- ❖ Employees shall not make any agreement with a competitor affecting bids, terms of bids or the decision to bid. Employees shall not exchange information with respect to prices, cost or other aspects of completion with any Techno Brain competitor. Employees engaged in trade association activity or any standard- setting activity shall consult with the CEO before and during any such involvement.
- ❖ In competing for or accepting government contracts or subcontracts, employees shall comply with all government contracting laws and regulations. All product and service delivered must meet the agreed to specifications and company's own high standard of quality and integrity.

To ensure orderly operations and provide the best possible work environment, the organization expects employees to follow code of conduct that will protect the interests and safety of all employees and the organization. Below listed are few examples of misconduct that may result in disciplinary action, up to and including termination of employment:

- ❖ Theft or inappropriate removal or possession of property
- ❖ Misrepresentation of records, data manipulation.
- ❖ Sexual or any other harassment
- ❖ Working under the influence of alcohol or illegal drugs, Possession, distribution, sale, transfer, or use of alcohol or illegal drugs in the workplace, while on duty, or while operating employer-owned vehicles or equipment
- ❖ Abusing or disrespecting coworkers, Fighting or threatening violence in the workplace.
- ❖ Creating noise or disturbing activity in the workplace
- ❖ Negligence or improper conduct leading to damage or loss of employer-owned or customer-owned property
- ❖ Violation of safety or health rules
- ❖ Possession of dangerous or unauthorized materials, such as explosives or firearms, in the workplace
- ❖ Unauthorized use of telephones, mail system, or other employer-owned equipment
- ❖ Disclosure of business "secrets" or confidential information
- ❖ Violation of personnel policies
- ❖ Habitual tardiness or chronic unscheduled leaves or absenteeism.
- ❖ Obtaining employment on the basis of false or misleading information.

All managers shall create an atmosphere conducive to business ethics policy. All departments shall adopt practices appropriate to their units in support of the business Ethics Policy.

The company promptly addresses and determines appropriate corrective actions on all policy and practice violations. All employees shall immediately report, to their management all policy violation, inadvertent or otherwise, that become known to them. Techno Brain encourages and expects employees to report suspected violations of the company's policies code of conduct, or other processes.