

Code of Business Ethics Policy and Procedures

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Code of Business Ethics Policy and Procedures Ver 5.00

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1.0 Introduction

Since its founding in 2006, NeoBytes has been committed to the fair and ethical practices fundamental to maintaining public confidence and trust. This trust will be sustained only when each individual adheres to the highest standards of ethical behavior in the performance of his or her duties. We are committed to meeting those standards without compromise. We demonstrate this commitment by showing honesty, respect, responsibility, services, compliance, confidentiality, diversity and accountability.

These standards should guide our behavior in pursuing our business goals and in fulfilling our mission of being First Choice. Legal and ethical conduct is fundamental to good business. Unlawful or unethical conduct can undermine the foundation on which this Company was built. Our business environment is constantly changing, but we must remain constant in our standards of ethical behavior.

We expect everyone's commitment to these standards by reading these guidelines carefully and by integrating our shared values into every business decision. If you have an ethical question or if you're aware of any illegal or unethical conduct in the workplace, speak with a supervisor or Human Resources representative.

This policy applies to all employees, temporary agency workers, contractors, and all third parties on all Company premises. Employees who have visitors on Company premises are responsible for ensuring that the visitors are aware of this policy.

2.0 Code of Business Ethics and Professional Standards

Character with Competence: What sets NeoBytes apart is our demand for people who exhibit strength of character and integrity. We seek out people who not only possess strong technical abilities, but who show true dedication to their work, their clients, and their colleagues.

Trust and Respect: With every assignment, the client trusts us with their business. We know they're counting on us to get the job done, and it's our goal to deliver the people and results they expect. At the end of the day, honoring our promise is the only way to earn real trust and respect.

Commitment: Commitment is the difference between good and great, and no amount of skill can replace it. As a company and as individuals, we excel at what we do because we are committed to our work, our clients, and to one another.

Accountability: Good business means delivering what we said we would. To help guarantee that our clients know exactly what they can expect from us, we make it our mission to hire people who share this belief and live it every day.

Relationships: Strong business relationships are the foundation of customer service. For us, every client interaction is an opportunity to learn more about our clients and what they need. We also believe in knowing our own people, their abilities, and their strengths. Relationships are the key to delivering the extraordinary customer service we've built our reputation on.

3.0 Accountability and Compliance

Employees at all levels are accountable for acting in accordance with these principles to the full extent of their responsibility.

It is expected that any exception to, or Breach of, the principles encompassed by this Code of Business Ethics will be dealt with by appropriate corrective action up to and including termination of employment. If there is any doubt regarding an exception or possible breach, it should be reported in accordance with the topic found below "Guidelines on Business Ethical Matters".

4.0 Conflicts of Interest

All officers and staff members have a clear duty to place the interests of the Company ahead of personal interests in conducting the Company's business and are expected to review, understand and abide by the following Conflict of Interest policy.

4.1 Policy Statement

A conflict of interest may be defined as an interest that might affect, or might reasonably appear likely to affect, the judgment or conduct of an individual associated with the Company.

A conflict of interest may exist when the interests or concerns or potential interests or concerns of any president, director, vice president or staff member, or any individual, group or organization to which one of these people has allegiance, may be seen as competing with the

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interests or concerns of the Company, or may impair these people's independence or loyalty to the Company and its interests.

For example, a conflict of interest may exist if a president, director, vice president or staff member:

- has a business or financial interest in any third party dealing with the Company.
- holds office, serves on a Board, participates in management, or is employed by any third party dealing with the Company.
- derives remuneration or other financial gain from a transaction involving the Company (other than salary reported on a W-2 or W-9 or salary and benefits expressly authorized by the Board).
- receives gifts from any third party on the basis of his or her position with the Company (other than acceptable gifts as outlined in the Gift and Gratuities policy) All other gifts should be returned to the donor with the explanation that the Company policy does not permit the acceptance of gifts. No personal gift of money should ever be accepted.
- engages in any outside employment or other activity that will materially encroach on such person's obligations to the Company; compete with the Company's activities; involve any use of the Company's equipment, supplies, or facilities; or imply the Company's sponsorship or support of the outside employment or activity.

4.2 Procedures

- Whenever any director has a conflict of interest or a possible perceived conflict of interest with the Company, he or she shall notify the President and the Board of Directors of such conflict.
- Whenever any staff member or fellow has a conflict of interest or a possible perceived conflict of interest with the Company, he or she shall consult with their supervisor or another member of the Senior Management Team and, if warranted, notify the President of such conflict.
- When any conflict of interest is relevant to a matter under consideration or requiring action by the Board of Directors, or committee thereof, the interested person shall call it to the attention of the Chairman of the Board of Directors and shall not be present during Board or committee discussion or decision on the matter. However, that person shall provide the Board or applicable committee with any and all relevant information on the particular matter.
- The minutes of the meeting of the Board of Directors or committee thereof shall reflect that

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the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.

- A copy of this conflict of interest policy shall be furnished to the President and each director, vice president and staff member who is presently serving this organization or who may hereafter become associated with it. The policy and its application shall be reviewed annually for the information and guidance of everyone, each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts and make such disclosures as described herein.

Each member of the Senior Management and senior staff members will be asked to complete such a Statement upon his or her employment and on an annual basis thereafter.

5.0 Gifts and Gratuities

The following statement clarifies the organization's policy on the acceptance of gifts and gratuities from any person or entity with which we do business or are contemplating doing business. It is each employee's responsibility to inform such parties of this policy and to exercise good judgment in each situation.

Employees are not permitted, under any circumstances, to accept a cash gift or gratuity in any amount or in any form including, but not limited to gift certificates, financial concessions or discounts. Investment opportunities or loans are likewise prohibited, except those from bona fide financial institutions.

Acceptance of non-cash gifts and special concessions of any amount from any entity including the Client, are not acceptable. The only exceptions are infrequent acceptance of perishable food items, if returning them is impractical, or items of a promotional or advertising nature, if the market value is less than \$25 if it doesn't conflict with the Client's gift/gratuity policy.

Employees should not normally accept invitations to events that are social or recreational. From time to time, however, there will be situations in the normal course of business where a certain employee's attendance is in NeoBytes' best interests. Participation in such events is limited to those where, in fact, business related issues are the primary purpose.

Any gift or gratuity should be refused if there is doubt as to the appropriateness of acceptance and/or acceptance could create the appearance of, or the potential for, a conflict of interest. If there is any question as to the appropriateness of accepting such a gift of gratuity, the employee

must consult their local Human Resource Services representative for guidance.

6.0 Confidential Records and Document Retention

There are many aspects of the Company's business operations and activities that are confidential. The protection of confidential information is essential for both the Company and its employees' future security. To protect such information, employees who are exposed to confidential or proprietary information about the Company, its agents or employees, or its Client(s), may not disclose such information unless authorized by management to do so and cannot use such information for personal benefit. This information includes, but is not limited to information in Company and/or Client files and special projects. Employees who disclose confidential or proprietary information are subject to immediate and strict corrective action up to and including termination of employment.

The Company has adopted a Document Retention Policy, in order to ensure availability of all documents and records of the Company to authorities, auditors, or third parties legally entitled to view such documents, as defined in that policy. All employees must follow the Document Retention Policy. It is strictly prohibited to destroy and/or alter any such documents or records and to deny any access to such documents and records to anybody who is entitled to view them, unless destruction of documents or records is allowed by the Document Retention Policy.

Where dissemination of Company information through publications or the media is contemplated, final approval must be obtained from the Senior Management before an employee engages in any such activity.

7.0 Financial Data and Company Funds

All employees must adhere strictly to the following Financial Data and Company Funds policies, any violation will be subject to immediate and strict corrective action up to and including termination of employment.

- Financial results, budget information and financial projections must remain confidential until authorized for release by Senior Management, to any person or entity such as Auditors and Tax attorneys. Discussion of insider information with unauthorized personnel or the public, or obtaining personal gain through knowledge of insider

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information, is strictly prohibited. Employees may not use Company resources for personal gain.

- All financial books and records should be complete, accurate and properly reflect all assets, liabilities and transactions of the Company and will be maintained in compliance with prescribed US GAAP and India accounting rules at all times.
- No undisclosed or unrecorded funds or assets of the Company shall be established for any purpose; no false or artificial entries shall be made in any books or records of the Company for any reason; and no individual shall engage in any arrangement that results in such prohibited acts.
- It is strictly prohibited for employees to improperly influence any employee or personnel, who are auditing (internally or externally) any financial or other statements of the Company. In particular, all employees must ensure full, fair, accurate, timely and understandable disclosure in reports and documents that are being filed with, or submitted to, Auditors and/or Tax attorneys or in other public communications that are made by the Company on its website.
- The use of any funds or other assets of, or the providing of any services by the Company for any unlawful purpose is strictly prohibited.
- No payment on behalf of the Company shall be approved or made with the intention or understanding that a part or all of such payment is to be used for any purpose other than that described by the document supporting the payment.
- The Company may extend credit in the form of a personal loan to any officers or employees as a short term loan only, that must be re-paid within the same calendar year, e.g. short term car loan to an employee.
- Advances of cash related to travel, the use of Company credit card, or Company car and relocation assistance, made in accordance with Company policy and to cover reimbursable expenses, are permissible, as long as such advances are made in the ordinary course of business and primarily for business purposes. In such cases, employee must submit for approval, appropriate Expense reports that complies with Companies and/or Client's travel reimbursement policy as is applicable.
- All invoicing and other practices in connection with the purchase of goods and materials shall accurately reflect the actual sales price, type of goods and all other relevant aspects of the transaction.
- Any employee having concerns, information or knowledge about any improper or incomplete accounting or auditing method adopted by the Company, and any person in doubt about the compliance of the Company's financial reporting system with any law, regulation or with this Code of Business Ethics in general, is required to promptly report his or her information to your local HR representative.

8.0 Fraud Policy

To be successful in the prevention and identification of fraud, it is necessary for an organization to foster an environment that does not tolerate fraud against the organization or its Clients, that prohibits fraud for the benefit of the organization and protect its Clients interests and that effectively trains executives, managers, operating personnel, and auditors to know fraud exposures and symptoms for their areas.

The following is an overview of NeoBytes' fraud policies. All employees must adhere strictly to these policies. Any violation will be subject to immediate and strict corrective action up to and including termination of employment.

- It is contrary to the Company's policy for an individual employed by the Company or acting on behalf of the Company to participate in any illegal activities including any illegal activity for the benefit of the organization. All such actions are strictly prohibited.
- Individuals having information or knowledge of unrecorded funds or assets or any prohibited acts shall promptly report such matters to their immediate supervisor, an individual over their supervisor, or the HR Department, or use any other means made possible by the Company for the reporting of such activities.
- All instances of suspected wrongdoing by employees will be fully investigated. Any action taken by an employee in order to cover-up prohibited activities or impede the progress of an investigation are prohibited and will be handled in the same manner as all other prohibited activities.
- All instances of theft, embezzlement, or fraud will be reported to the appropriate law enforcement agency. Investigations will include the support necessary to aid law enforcement in the successful prosecution of the individual(s) involved.
- Any information obtained from individuals regarding inappropriate activities will be held in strictest confidence by the Auditing Department and released only on a need to know basis. Retaliation against any witnesses is prohibited.
- The purpose of the Company's Fraud Policy and associated procedures is to protect and recover the Company's assets and protect its Clients. Accordingly, the Company will pursue prosecution on all individuals involved in fraudulent activities regardless of any restitution received.

9.0 Field/Office Conduct

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Any employee whose regular duties include personal contacts with representatives of the Client, business organizations (vendors, garages, contractors, etc.), professionals (doctors, lawyers, etc.), or who may occasionally visit in our Client's offices, are representatives of the Company in all such dealings, and their activities must be guided accordingly.

Normal rules of good conduct are generally sufficient to avoid any incident that may result in embarrassment to yourself or the Company or the Client(s). If in doubt about the appropriateness of an action, ask yourself how you would feel explaining or justifying your behavior to your immediate supervisor, the media, your family, or friends.

Employees are requested not to jeopardize the dignity of their position by borrowing money or equivalent values from client(s), vendors or business associates with whom we do business.

10.0 Use of Company Resources

Company resources include, but are not limited to computers, computer software, office records, telephones, Wi-Fi cards, fax machines, copiers, printers, vehicles, office furniture, office supplies and field supplies. Mishandling, misappropriation or unauthorized use, removal or possession of Company resources will be considered misconduct and subject to appropriate corrective action, up to and including termination of employment.

11.0 Antitrust Policy

We are committed to conducting our business in a fair and honest manner. We want to pursue a policy of vigorous competition, but we do not intend to be placed in a position of being subject to accusations of price fixing or making any other special arrangements with our competitors. It shall continue to be the Company's policy to comply strictly with all antitrust laws.

The four principal antitrust laws are the Sherman Act, the Clayton Act, the Robinson-Patman Act and the Federal Trade Commission Act. These laws are complex but, in essence, prohibit any monopoly or contract, combination or conspiracy in restraint of trade, unfair methods of competition, and deceptive acts or practices. These laws are conceived and enacted to promote healthy competition.

The penalties are severe. Unlawful trade practices or activities can result in criminal as well as civil penalties, ranging from heavy fines to imprisonment.

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Here are some guidelines to help you determine whether or not you may be violating any antitrust laws:

- Avoid any kind of oral or written agreements with representatives from any of our competitors.
- Employees should not exchange information with a competitor about planned or possible rate or product changes.
- Avoid any discussion of our Client(s)'s practices with any customer or competitor. It's unlawful to discriminate unfairly.
- Avoid any tactics or acts which could be construed as being designed to exclude or destroy any particular competitor.
- Avoid any marketing or other programs which could be considered unfair or deceptive.
- Avoid special agreements with other software companies to deal with certain suppliers such as computer hardware suppliers. This could be considered a boycott which is unlawful.
- You will not be an antitrust expert after reading these guidelines. They present only a brief overview of a very complex area of the law. If you are unsure of the legality of your conduct under the antitrust laws, contact your immediate Supervisor or Human Resources Manager.
- NeoBytes does not approve of any action which violates the antitrust laws. Any employee who participates in or authorizes conduct which violates the antitrust laws will be subject to strict corrective action, up to and including termination of employment or severance of contractual relations when appropriate.

12.0 Guidelines on Business Ethics Matters

Responsibility for conduct within the letter and spirit of this policy rests with each individual. If any officer or employee is involved in any situation which may raise questions under the Company's Code of Business Ethics, a full disclosure of the matter is required immediately.

Each situation will be considered on its own merits and a decision will be made with regard to a satisfactory course of action to assure compliance with the law and Company policy.

Any information, knowledge or doubt about any nonconformance with the Code of Business

Ethics must be reported to your local Human Resources Manager.