

Surevin BPO Services Ltd.

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CODE OF CONDUCT AND ETHICS FOR BOARD OF DIRECTORS

Introduction:

The Directors of 'Surevin BPO Services Limited' (Hereinafter referred to as "Company") adopt this Code of Conduct ("the Directors Code") to assist Directors in fulfilling their duties to the Company. The Directors are entrusted with responsibility to oversee management of the business as well as affairs of the Company. As the Company's Policymakers, the Directors set the standard of conduct for all Directors, Officers and Employees.

The Company has a long-standing commitment to make compliance with applicable laws and regulations and also to operate in accordance with the highest standards of business ethics. In many instances, the Directors Code's guidelines and standards go beyond the requirements of applicable law.

Applicability:

This Director's Code shall be applicable to the following persons:

- (a) Board of Directors of the Company.
- (b) Senior Management Personnel of the Company, being members of Core Management team and Functional Heads.

Guidelines for Conduct:

Each Director should seek to use due care in the performance of his/her duties, be loyal to the Company and act in good faith and in a manner that the Director reasonably believes to be in or not opposed to the best interests of the Company.

A Director should:

- (a) use reasonable efforts to attend Board as well as Committee(s) Meetings regularly;
- (b) dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision making by reviewing in advance any materials distributed and making reasonable inquiries;
- (c) be aware of and seek to fulfill his/her duties and responsibilities as set forth in the Company's Memorandum of Association, Articles of Association and Corporate Governance guidelines; and
- (d) seek to comply with all applicable laws, regulations, confidentiality obligations and Corporate Policies.



