

## CODE OF CONDUCT FOR BOARD OF DIRECTORS

<p><b>Background:</b> Tanla Solutions Limited has adopted “Tanla Code of Conduct” which is applicable to all Tanla Employees worldwide. SEBI by amending Clause 49 of the Listing Agreement with the Stock Exchanges has made it mandatory to devise and adopt Code of Conduct for the Board of Directors of the Company. Accordingly this modified Code of Conduct has been adopted by the Board of Directors in their meeting held on April 30 2009.</p>	<p>3. Exercise authority and power with due care and diligence whilst discharging the fiduciary responsibility of office in the best interest of the Company.</p>
<p><b>Applicability:</b> This code applies to:</p> <ul style="list-style-type: none"> <li>(i) Directors of Tanla Solutions Limited (Tanla)</li> <li>(ii) Directors of Subsidiaries of Tanla</li> <li>(iii) Members of senior management of the Company i.e. from the level of Vice-President</li> </ul>	<p>4. Observe strict confidentiality of information acquired in the course of discharge of duties and not use the same for any personal purpose or advantage.</p>
<p>(i) Objective: Tanla is committed to follow the best business, commercial and legal practices. This Code is intended to guide the Board Members to support this commitment</p>	<p>5. Respect safety and health of all employees and provide working conditions which are safety and healthy.</p>
<p>1. General Duties and Responsibilities: (a) Duty of care and skill in the discharge of functions as a director</p>	<p>6. Not accept any personal gratification from suppliers/service providers/business partners etc., (Note: Personal gratification will not include normal entertainment and gifts of no significant value). If an instance of conflict persists, the Director or any member of his immediate family shall disclose the same to the Chairman &amp; Managing Director of Tanla.</p> <p>7. No Director shall join the Board of any Competitor of Tanla or accept any employment/assignment from the competitor except with the permission of the Board of Directors in a duly constituted Board Meeting.</p>

<p>(b) Duty not to be negligent and not to commit or let others commit tortuous act</p> <p>(c ) Duty not to exceed delegated powers entrusted by the Board or any Law applicable to Tanla</p> <p>(d) Duty to act in the best interest of Stakeholders and Customers.</p>		8.	<p>No Director shall compete with Tanla by entering into any business similar to the business of Tanla. No Director shall deal in any security of the Company except in accordance with the Insider Trading Code of Tanla and the relevant Rules and Regulations as may be applicable to Tanla from time to time. Any acquisition/disposal of securities of the Company by any Director shall be informed to Tanla within 2 working days of acquisition/disposal of securities.</p>
2.	<p>Attend Board /Committee meetings and seek proper leave of absence from such meetings. Directors will annually disclose about their Directorship with other Companies as required under the Companies Act, 1956. When the Board has to decide on an issue in which a Director has an interest, the said Director shall abstain from voting and deliberation.</p>	9	<p>Proper use of Company Assets: Directors must protect the Assets of the Company and ensure its proper use. Directors must not use Tanla employees, suppliers or other Assets for their personal benefit or purposes which are not permitted.</p>