

Quick Heal

Security Simplified



Code of CONDUCT

Mr. Kailash Katkar CEO & MD



A message from our CEO & MD...

Ethics is the expression of one's behaviour and there is no better place to begin its development than in the family. In fact, this process could be viewed from the perspective of Corporate responsibility in molding and shaping the minds of their employees which will stand them in good stead for the remainder of their professional lives and make them able to contribute to an orderly and peaceful society.

In addition to our values, culture and objectives, our Company's reputation of integrity and exhibition of high ethical standards has been a source of strength and a competitive advantage. Our reputation matters significantly to our staff, business partners, investors and end customers.

We take great pride that QHTL has been successful in consistently achieving the recognition from it's internal as well as external stakeholders for our commitment towards ethical leadership, values, culture, compliance and social responsibility.

QHTL has always set high standards of ethics for its staff, all their actions. I hope all of you will continue to meet the high standards of ethics, values and culture and make QHTL, a company of choice for its staff, business partners, stake holders & consumers.

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Ms. Anupama Katkar
Vice President
Human Resources



FOREWORD

A code of conduct tells a story about the company's level of commitment to ethical business practices and ability and willingness to be held accountable – or it does not.

Like it or not, our company's code of conduct 'talks' about our company - it tells a story about what the company believes it and cares about, what it is truly committed to and the way it can be expected to act. For this reason, a company should pay close attention to the story it is telling through its code. The best of codes serves as strategic communication that effectively conveys a company's commitment to act responsibly and accept accountability for doing so.

For years, companies have been using public relations and other marketing communications to put a good face on how others view them.

The success and the enormous equity enjoyed by the QHTL brand owe in large measure to the integrity and professional commitment of our colleagues and our companies. Consequently, we must not only comply with the laws and regulations that govern our business, but strive to go beyond and meet the new horizons of business conduct that meets the highest ethical standards.

Typically, a code of conduct is the most visible part of an organization's ethics and compliance program. It also conveys a sense of what is important to that company's leadership.

We at QHTL take great pride in our business results. Results do matter, but so does the way in which we achieve those results.

Thank you in advance for your ongoing commitment to our shared values and your ethical leadership, which are vital to our continued business success.

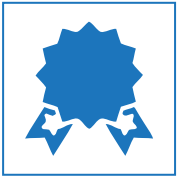
Ms. Anupama Katkar
Vice President - Human Resources

OUR VALUES



Integrity

We believe & run-through an unyielding integrity at all times, adhering to our organization's policies.



Customer Excellence

We measure our performance from our customer's perspective, by appreciating, anticipating & ensuring that their needs are met.



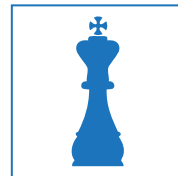
Innovation

We generate new ideas, products, make fresh connections, maintain relationships & have the courage to take action & fight for progress.



Inclusiveness & Teamwork

We treat each other with respect & take responsibility for supporting our team & organization goals, developing others & inspiring everyone to perform at a higher level.



Leadership

We demonstrate leadership both within & beyond our organization, supporting the development of talent & setting the standard.



Expertise

We develop proficiency, using depth of experience as a source of confidence.



Standards

We set new benchmarks for our product's performance, that are updated regularly looking at the international standards, and we strive to achieve and surpass the same.

OUR CULTURE

- We drive for professional excellence & personal growth.
 - We are ready to improve & learn from everyone.
 - There are no 'second-class citizens', everyone is important & everyone's work is important.
 - We acknowledge & respect the ability of one another.
 - Empathy for the other person is not a weakness
 - We don't doubt each other's intention, rather we support & believe in one another, as we know that: "To trust & be trusted is vital in a team".
 - Leaders need followers. How leaders treat followers, has a direct impact on the effectiveness of the leader.
 - We believe in building strong interpersonal relationship.
 - No department or person is an island. We all need one another, as we are all cogs in a wheel.
 - Respect at work place & professional courtesy is expected.
 - We will never ask someone to do something that we wouldn't do ourselves.
- Loyalty and respect are earned, not dictated or snatched.
 - Fear creates distance among people.
 - We're a very friendly & customer oriented company, and we all make our living enjoyable and worthwhile, by getting paid for the result of our quality products & services to our customers.
 - Building a professional organization is a pre-decided process, not a mistake or by chance, that can only be achieved as a strongly glued team.
 - We run towards problems, not away from them.
 - We completely believe in ethical behavior.
 - People work harder & more effectively, when they're treated well.
 - We are an organization with warm & closely knitted people. This is our strength & not a weakness.
 - Building the brand is a path, not a destination & that needs to be maintained & grown as a team.

SCOPE & PURPOSE OF THIS CODE

Who is Reading Code of Conduct?

There is a good chance that just about everyone associated with Quick Heal is reading the company's 'Code of Conduct'. This document will help everyone understand the company's expectation from them and the behaviour that is expected from each one to establish and sustain ethical business practices.

• **Prospective employees:**

They want to learn about the company, its culture, its business practices and what would be expected of them if they join the company. Prospective employees probably will overlook a poor code and are likely to be inspired by a great code.

• **Current employees:**

The current employees may like to understand what the leadership's thoughts are on responsible conduct and how they would support their employees in making responsible decisions.

• **Regulators:**

The Government seeks to understand the company's commitment to ethical business practices and what it is doing to support its commitments.

• **Shareholders:**

Investors look to discover whether a company has in place a strong risk management program that will help to avoid or responsibly handle problems.

• **Customers:**

Customers want to learn about whether they can expect a company's employee to interact with them responsibly and meet the company's commitments to customers.

• **Suppliers:**

Suppliers may want to know what company expects from them and how the partnership can benefit both.

• **Communities:**

Local communities look for whether a code addresses issues of concern to them, such as commitment to environmental protection, human rights, relations with Government and political officials, community volunteerism or other matters important to the community in which the company operates in.

• **Industry Observers:**

Non-governmental organizations (NGOs), labor unions, activist groups and other organizations that are keenly interested in a company's business practices may want to know about the company's level of

commitment regarding certain issues and the steps it is taking to meet and sustain that commitment.

Scope:

The Code of Conduct provides the ethical guidelines and expectations for conducting business on behalf of Quick Heal Technologies Limited, its subsidiaries and affiliate companies. The Code Of Conduct applies to all its employees and members of the Board of Directors of the company.

It also applies to individuals who serve the company on contract, subcontract, retainer, consultant or any other such basis. Suppliers, service providers, external professionals, agents, channel partners (dealers, distributors and others) serve as an extension of the company and their conduct and behaviour while carrying out business dealings with Quick Heal (which includes Quick Heal's subsidiaries) or on behalf of Quick Heal can have an impact on the organization and its reputation.

For this reason, they are expected to conduct their businesses in a legal and ethical manner and to adhere to the spirit of the Code of Conduct, as well as any applicable contractual obligations, when working for Quick Heal.

OUR EMPLOYEES

“

Our interactions with each other should be based on mutual trust and respect.

We strive to have successful working relationships

At QHTLQHTL, we take pride in the strong personal commitment of our people and the excellent At Quick Heal we take pride in the strong commitment of our employees and the excellent achievements that result from their commitment. This level of commitment can only be achieved in an environment of trust, open and honest communication, and respect.

All of our dealings with our peers, our direct reports and our supervisors should be conducted as a partnership, in which each individual's behavior is governed by an overriding commitment to maintaining the highest ethical standards.

Employees working in harmony and focused on a set of mutual objectives are the driving momentum behind any

Purpose:

All the employees, officers and directors of the company are expected to perform their jobs and conduct business on its behalf in an ethical manner and in compliance with the laws and regulations applicable to its business.

Those in managerial positions, particularly, must ensure that business is conducted with the highest standards of ethics and integrity and that they are honest and fair when dealing with customers, suppliers, vendors, business partners, associates and competitors.

This 'Code of Conduct' provides a general statement of the company's expectations regarding the ethical standards that its employees, officers and directors should adhere to when performing the duties, responsibilities or obligations of their job or position within the company or acting on its behalf. All such persons are expected to comply with the standards set forth in this 'Code of Conduct'.

The company has also established additional policies that reinforce the standards set forth in this 'Code of Conduct' and provide specific guidance to our employees and officers to help them comply with various laws and regulations that apply to its businesses. Those policies are set forth in its Code of Business Conduct and all employees and officers are expected to understand and adhere to them.

business. For this dynamic team relationship to work, each individual must fulfill his or her responsibilities and feel assured that others will do the same. This means providing the necessary support to others, at every level, to get the job done. No individual or business unit can place its own priorities before those of the company's.

Our relationship with those we work with should promote ethics by setting an example of decency, fairness and integrity. As committed employees, we all are responsible for maintaining high standards of performance and creating an environment that promotes teamwork, respect and ethical behavior.

We promote open and honest communications

To encourage creative and innovative thinking, supervisors should treat their subordinates as individuals, providing them the freedom necessary to do their jobs. Provide suggestions for performance improvement.

The relationship with our supervisor should be one of mutual respect and trust. The subordinates and the supervisor are a team with the shared purpose of achieving the goals set for their respective function by the company. The subordinates as well as the supervisor

is responsible for ensuring that the communication between them is open and honest. Their cooperation and creativity is essential to achieve the goals of their function and the company.

We value our people as our greatest resource

Quick Heal's cares for its employees and this is manifested through a variety of programs designed to promote and reward individual and team achievements. We are encouraged to advance as far as we can and to make meaningful contributions to the success of the company.

In the end, it is the efforts of our talented and skilled employees all over the world that make the success of our company possible. Employees can obtain additional information by referring to the company's Equal Employment Policy on the intranet.

- We maintain an inclusive work environment and achieve excellence by attracting and retaining people of all backgrounds in our workforce.
- We prohibit sexual or any other kind of harassment of employees by any person in the workplace or while conducting company business.
- We strive to avoid favoritism or the appearance of favoritism in the workplace in accordance with the policies and procedures adopted by the company.

Employees can obtain additional information by referring to the company's Anti-Harassment Policy on the intranet and can alternatively contact us at asha@quickheal.co.in.

Quick Heal provides employment opportunities to all qualified persons on an equal basis. The company does not discriminate against any of its employee or applicant for employment. This includes, but is not limited to, recruitment, hiring, promotion, transfer, compensation, training, or layoff. There will be no discrimination on account of:

- Race or Ethnicity
- Colour
- Religion
- Gender or Gender Identity
- National Origin (provided the person has the legal right to work, e.g. work permit, as necessary)
- Age
- Sexual Orientation
- Disability
- Marital Status
- Veteran Status
- Any other characteristic protected by law.

We do not encourage or support child labor. Child labor is defined as employing any person younger than the minimum age allowed by law in the jurisdiction in question. However, in no event will we knowingly employ anyone younger than sixteen (16) years of age.

We recognize that our staff acts as representatives of the organization and should therefore be dressed accordingly. The attire of our staff and the way they present themselves plays an important part in the image that Quick Heal portrays to its customers, suppliers and all external people. For this reason, we are required to be aware how to present and conduct ourselves and to adhere to the dress code policy at all times when representing Quick Heal.

We strive to eliminate potential hazards from the workplace and comply with all applicable occupational safety and health laws and standards.

We help maintain a safe, healthy and productive work environment, for all our employees and others, by: prohibiting the possession, use, sale or transfer of illegal drugs or drug paraphernalia on company property or time;

We prohibit conducting company business while under the influence of alcohol.

We do not allow the possession or use of weapons / firearms, explosive devices or ammunition on company premises or while conducting business on behalf of Quick Heal, subject to local law. Possession of a weapon can be authorized for security personnel when this possession is determined as necessary to secure the safety and security of our employees.

Prohibiting any acts that could be perceived as violent, threatening, degrading or intimidating by others.

Requiring that any instance of drug or alcohol abuse in the workplace, violence or unlawful weapons possession on company property or time be reported to Human Resources or management immediately.

OUR COMPANY

We realize the trust and confidence invested in us and thus our every action is in accordance to the standards set for the integrity and honesty in every situation.

We avoid conflicts of interest

A conflict of interest arises when, while engaged in the company's business activities, we act in our individual personal interests instead of, or at the expense of, the interests of the company. Each staff is required to observe the highest standards of business integrity. This means avoiding any activity or interest that may be regarded as a possible conflict with the interests of Quick Heal or engaging in activities that could create the appearance of a conflict of interest.

In addition, employees who engage in activities that create the appearance of weakening the company's overall internal control environment are considered as having created a conflict of interest.

The following guidelines apply to the most common conflict situations:

- **Investments**

Employees should not make any investment that might affect Quick Heal's business decisions. Company policy prohibits our people from owning stock or having a proprietary interest in a company competing with or doing business with Quick Heal. If any employee already has any investments in such companies before joining Quick Heal, then they are required to contact the company Secretary for the guidelines.

- **Family**

Do not indulge into doing business on behalf of Quick Heal with any company in which our employee, their spouse or any other family member has an interest.

- **Dual Employment**

Do not get engaged /employed with any other organization / firm / business partner while one is employed with Quick Heal or provide assistance to any third party (distributor, customer or supplier) that may adversely affect his / her performance or employment status at Quick Heal. Do not utilize company's working hours, facilities, resources, brands or logos for any assignment / employment / project which is not related to one's job at Quick Heal or which is not assigned to him / her by Quick Heal.

- **Personal relationships within the company**

Relationships of any sort are prohibited within reporting relationship, within same team or function

having direct influence on business decision making. This is not all inclusive; ask for guidance from your Vertical HR.

Board membership Our employees may serve on the boards of community and non-profit organizations if the affiliation does not diminish the employee's ability to perform his or her responsibilities towards Quick Heal. To avoid possible conflicts of interest with Quick Heal employment, the employee who is seeking to serve as an officer or director of a non-profit organization, which may present a potential conflict of interest, should obtain prior approval from the Management. In such cases, Management may prescribe certain conditions to safeguard the company and the employee, which must be fulfilled.

Any employee must not serve as a board member (including advisory boards) of any company which is a competitor of Quick Heal. Any employee who is considering board membership (including advisory boards) in a company with whom Quick Heal transacts / may transact must first disclose all relevant information and obtain written approval from the Management. All such board memberships, even those previously approved, must be reported annually during the Conflicts of Interest Disclosure process.

Accountability

Breach of this code of conduct should definitely lead to appropriate disciplinary action which may include termination of one's employment. Employees are expected to report all instances of non-compliance with this policy to their Manager, HR or Vice President.

Alternatively, any instance of breach of code of conduct must be reported at ethics@quickheal.co.in

Company's trade secrets and confidential information

We believe that a trade secret is a formula, practice, process, design, instrument, pattern, commercial method, or compilation of information which is not generally known or reasonably ascertainable by others, and by which a business can obtain an economic advantage over competitors or customers.

Therefore, employees cannot and should not share trade secrets of Quick Heal, the company's confidential information or internal data with Quick Heal's competitors or any other company / firm / business partner.

Protection of trade secrets and confidential information plays a vital role in our continued growth and ability to compete.

EXAMPLES OF TRADE SECRETS



Business methods	Business plans	Business forecasts	Market analyses	Marketing plans	R&D information	Business relationships
Product information	Pricing information	Financial information	Profit margin information	Overhead information	Cost information	Purchasing information
Personnel information	Manuals & Notebooks	Computer programs	Computer data bases	Calculations & processes in computer programs	Data compilations	InventionsA
Designs & Patterns	Inventions	Drawings & Blue prints	Maps	Formulas	Ingredients	Devices
Methods	Manufacturing techniques & methods	Repair techniques & methods	Repair methods	Processes & systems		

Intellectual Property right and inventions

Employees at Quick Heal are expected to assign to Quick Heal, or to any of its direct and indirect subsidiaries or affiliated companies, as directed (each such entity referred to herein as the 'Assignee'), all of his / her rights, titles and interests, including without limitation all worldwide patents, copyrights, trade secrets and other intellectual property rights, (collectively 'Intellectual Property Rights'), relating to any and all inventions, improvements to existing technology, works of authorships, designs, know-how, drawings, specifications, ideas, processes, concepts and information that are made, authored, conceived, invented, developed or reduced to practice in whole or in part (collectively 'Inventions')

by them during their employment that are not already considered 'works made for hire' and thereby already owned by the Assignee and either

- II. relate to Quick Heal's business or actual or demonstrably anticipated research or development, or
- iii. result from any work performed by them for Quick Heal

Without limiting the generality of the foregoing, the employees hereby waive any and all

claims of 'moral rights' and other rights of any kind or nature related to the Inventions.

Computers and other equipment

Our employees must use all company assets, tangible and intangible, including computer and communication equipment, for the purpose for which they are provided and in order to conduct our business. Such assets must not be misused. We strive to minimize the risk of fraud and misappropriation or misuse of our assets.

Software

Our employees must religiously follow the IT policy which clearly prohibits the following:

Removal of any software licensed / source code / s / document / CD / hard drives containing intellectual property belonging to the company, including any copy of such software, from the company's premises without prior permission of the company in writing.

Misuse of internet access provided in the office for downloading unnecessary or prohibited things like games / songs / pictures and other unofficial data.

Use any software disc on any computer of the company that has not been authorized for use by the company.

Copy any copyrighted materials of the company onto any other medium, without prior written permission of the company. Such permission will not be required where the

company has a site license for the material, provided the copying is in accordance with the terms of the site license.

Removal from the premises of the company any product, including any product in the course of development, without prior permission of the company in writing will be considered as breach of IT policy and action will be taken accordingly.

Handling confidential information of others

Our employees must deal fairly with the company's customers, suppliers, partners, service providers, vendors, competitors, other employees and whomsoever they are working with in the course of performing their job.

Our employees must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair dealing practices.

Publication and copyright

Quick Heal subscribes to various publications that aid our employees to perform their duties better. These includes newsletters, reference material, online reference services, magazines, books and other digital and printed works.

Copyrights law generally protects the work created by the company. Their unauthorized copying and distribution constitute copyright infringement. Quick Heal must first obtain the consent of the publisher of a publication before copying publications or significant parts of them. For further information about publications and copyrights, please contact the Legal department.

Selecting Suppliers

At Quick Heal, we believe that suppliers make significant contribution to our success.

We select our suppliers and service providers fairly and transparently.

We seek to work with suppliers and service providers who can demonstrate that they share similar values. We expect them to adopt ethical standards comparable to our own.

Our suppliers and service providers must represent our company only with duly authorized written permission from our company. They are expected to abide by the Code in their interactions with, and on behalf of us, including respecting the confidentiality of information shared with them.

We must ensure that any gifts or hospitality received from, or given to, our suppliers or service providers comply with our company's gifts and hospitality policy.

We respect our obligations on the use of third party intellectual property and data.

Press and Media

At Quick Heal, only the leadership team members are the official spokespersons of the organization. Employees are strictly prohibited from interacting with the media or responding on behalf of the organization if approached by the media. This is to avoid any kind of misrepresentation of company facts and to maintain and enhance the reputation of the company amongst the stakeholders.

If any employee is approached by the media to seek any kind of information whether critical / non critical in nature, the employee has to direct the media person / any query from external people to the Vice President, Corporate Communications.

Publicly available financial information, such as annual and quarterly reports or promotional publicity activities of the company can be shared with the external people. Requests for interviews with any Quick Heal employee speaking on behalf of the company or its affairs and / or the issuance of any company press releases and / or statements must be reviewed and approved in advance by the Vice President, Corporate Communications.

BOARD OF DIRECTORS

Independent board of Directors

It is Quick Heal's policy to have Board of Directors comprised primarily of external independent directors. All directors who serve on the committees of the Board that oversee audit, compensation and governance matters are independent. There are no interlocking directorships, and it is the company's policy that none of the independent directors receive any consulting, legal or any other non-director fees from the company, except as allowed by the law, and through due process, such as agreements.

Board Meetings

Quick Heal's directors have frequent and direct contact with the company's management. Key senior personnel regularly join the directors during Board meetings and together they actively participate in candid discussions of various business issues.

Apart from the scheduled board meetings, the directors are also invited to meet the senior management and provide their suggestions. This enables an open and healthy atmosphere which reflects Quick Heal's corporate culture and helps the Board to play a significant role in the development of the company's strategy.

Corporate Governance

Quick Heal defines Corporate Governance as a systemic process by which companies are managed

and overall health of the company is maintained. Since large corporations employ vast quantum of social resources, we believe that the governance process should ensure that these companies are managed in a manner that meets stakeholder's aspirations and social expectations.

Quick Heal's Corporate Governance policy is based on the below mentioned two core principles:

- ◆ The Management must have the executive freedom to drive the enterprise forward without undue restraints and this freedom of management should be exercised within a framework of effective accountability
- ◆ Quick Heal believes that any meaningful policy on Corporate Governance must provide empowerment to the executive management of the company and simultaneously create a mechanism of checks and balances which ensures that the decision making powers vested in the executive management is exercised with utmost care and responsibility in order to meet the stakeholder aspirations as well as social expectations.

Employees at Quick Heal can obtain additional information on the 'Board Guidelines on Corporate Governance' on the company's website.

OUTSIDE BUSINESS ENTITIES

Ethical business with partners, vendors, customers and other third parties

It is QHTL's policy to have a Board of Directors comprised primarily of outside independent directors. All directors who serve on the committees of the Board that oversee audit, compensation and governance matters are independent. There are no interlocking directorships, and it is the Company's policy that none of the independent directors receive any consulting, legal or any other non-director fees from the Company, except as allowed by the law, and through due process, such as agreements.

Inappropriate Gifts

It is unacceptable to offer, give or receive gifts, payments or other benefits (including but not limited to bribes or kickbacks) to influence or appear to influence any business decision. If any employee intends to give, have given, have been offered or received a gift, payment or

other benefit that is more than nominal in value (approximately Rs 3,000 / \$50 USD or equivalent) or if any employee believes such a gift, payment or other benefit was offered or provided in an attempt to influence a business decision, then the respective employee must contact the HR Head.

Also, keep in mind that an employee may only accept a gift of nominal value from a single source only once in a particular financial year, if necessary. If it would be embarrassing to the company or its employee not to accept a gift that exceeds nominal value, the employee's acceptance of the gift should be reported to the Ethics and Compliance Officer.

In addition, do not arrange for or accept a gift, payment or other benefit that is more than nominal in value on behalf of a close family member from anyone with whom the company has an existing business relationship or would like to establish a business relationship in the future.

CONSUMERS

High standards for our products

We are committed to ensure that consumers can trust QHTL products for their reliability, quality and outstanding performance. In addition to serving the billions of people in the IT security markets, we must strive to produce our products in the most efficient way possible so that they are affordable to the greatest number of consumers.

QHTL products must not only meet all the standards set by law, but also our often more stringent

Company standards. We participate in programs to provide proper education and prompt assistance about IT security to our consumers in the case of suspected product mis-behaviour. Consumer delight and satisfaction are of primary importance to us and as a QHTL employee it is your responsibility to immediately report all issues related to product quality or safety to your business unit leader.

Responsibilities towards consumers

Since our business is IT Security, our success depends upon consumer delight and satisfaction, trust and Goodwill. We can best achieve our objectives and serve the needs of consumers by following a consistent, fair and sensitive program of consumer communication.

We recognize the importance of anticipating and

responding to consumer needs and preferences. We also believe that consumer opinions, concerns and inquiries communicated to the Company regarding our products are important sources of information. Consumer needs are constantly changing, so we must continuously listen to what people want in order to address changing needs.

When a consumer expresses dissatisfaction, our Consumer Response Team shall address the problem promptly, courteously and fairly, and make every reasonable effort to sustain or regain the consumer's goodwill.

Effective Advertising

One of the most important aspects of our business is advertising. Advertising should be creative and competitive, but at the same time honest, accurate and always in compliance with applicable law.

Our advertising must also avoid any stereotyping of individuals based on factors such as:

- ◆ Race
- ◆ Religion
- ◆ National Origin
- ◆ Ethnicity
- ◆ Gender or Gender Identity
- ◆ Age

- ◆ Sexual Orientation
- ◆ Veteran Status
- ◆ Marital Status
- ◆ Disability
- ◆ Any other characteristic protected by law

Advertising creates more than a product image. It builds our reputation for reliability, dependability and trustworthiness. In addition, we use care in the selection of the media in which our advertising messages appear. We do not permit our advertisements to appear on television programs or in other media that make gratuitous or excessive use of violence or sex, are antisocial or adversely affect our Company's reputation or products.

We observe standards of commercial fairness in devising, using and selecting advertising, trademarks and designs so that our products succeed on the strength of their own quality and reputation, rather than by imitation or trading on the goodwill of competitors.

Commercial fairness requires:

- Strict adherence to local legal requirements concerning trademark infringement and unfair competition.
- Avoiding copying of well-known trademarks, slogans, advertising themes and graphics used by multinational companies and regional competitors

GOVERNMENT AND THE LAW

Compliances with all applicable laws

Quick Heal employees, while conducting company activities, must fully comply with the laws of the countries in which they operate, as well as relevant laws of the Government of India as outlined in the company's Business Practices Guidelines, policies and procedures. At Quick Heal, we believe that it is our responsibility to adhere to the highest applicable standards. If anyone believes there is a conflict between local laws and relevant company policy, please consult the HR Head.

Compliances with competition laws

Quick Heal employees worldwide must comply fully with competition laws (In India, this is the Competition Act, 2002, and equivalent laws wherever we do business) that applies in every country, state and city where we do business. The purpose of these laws is to protect consumers or other companies by ensuring that companies compete fairly by offering lower prices, more innovative products and better service and more importantly companies do not interfere with the market forces of supply and demand.

It is our responsibility to understand the competition laws that apply where we do business and seek guidance where needed from the Head of Sales.

Compliances with security laws

Many a times you may have access to information about QHTL or other publicly-traded companies with whom

QHTL does business that is not known to the public ("non-public information") - such as financial or operating results, possible mergers or acquisitions, divestments or financings, marketing plans or new product introductions.

Information is considered to be non-public until it has been adequately disclosed to the public - in other words, until the information has been broadly published and adequate time has passed for the securities markets to react to the information.

If this non-public information could be considered "material" - that is, information a prudent investor would take into account when making an investment decision - then you must comply with the following securities laws and Company policy:

- ◆ You must not trade for your own account or for the account of another person in stocks, bonds or other securities of the firm (QHTL or other) to which the material non-public information relates;
- ◆ You must not encourage or induce others, on the basis of such non-public information, to deal in stocks, bonds or other securities of such firms;
- ◆ You must not disclose such non-public information to persons outside QHTL; and
- ◆ You must not discuss such non-public information with persons inside QHTL unless they have a need to know such information.

In other words, you cannot use any non-public information you learn through your employment with QHTL in order to benefit yourself or others in any securities or investment transaction. If you learn of any non-public information through your work at QHTL, you must take care to keep the information confidential, and you must not conduct any trades (or advise anyone else to conduct any trades) in the securities of QHTL or any other affected companies until a reasonable period of time has passed after the information is announced to the public.

This prohibition includes any decisions to invest in or dispose of QHTL stock through the Company's benefits plans. Your obligation to maintain the confidentiality of non-public information continues after your employment with QHTL until that information has been adequately disclosed to the public, as specified by the law.

If you have a question about whether information is "material" or has been adequately disclosed to the public, you must contact the Ethics & Compliance Officer and must abstain/refrain from trading in the affected securities or disclosing the information until you have received Legal approval.

Insider Trading

QHTL employees must not indulge in any form of insider trading neither assist others, including immediate family members, friends or business associates, to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such information would include information about our company, our group companies, our clients and our suppliers.

Compliances with Anti-Bribery Laws

QHTL is consistently committed towards dealing legally and ethically with government all across the globe. We prohibit our people or anyone acting on our behalf in connection with our business from giving or offering anything of value directly or indirectly to any government official in order to obtain any business or affect any governmental act or decision.

Company policy and certain applicable laws also prohibit any facilitating or "grease" payments made to government officials, either directly or indirectly, in order to expedite any official service or function (for

example, small payments made to an official to move QHTL's application to the front of the line or to shorten the time frame in which services or other actions are provided).

Any official fees supported by government-issued receipts do not qualify as improper payments. To ensure that you do not violate this standard, either directly or through a third party, it is the Company's policy that, except for legally mandated fees supported by an official receipt (e.g., permit or license fees), no payments, entertainment, travel, gifts or other items of value may be provided or offered to government officials, regardless of the value amount, unless approved in writing in advance by the Ethics & Compliance Officer.

QHTL staff can obtain additional information by referring to the Global Policy on Expenditures Related to Government Officials & Governments and the related Approval Form. It is important to know that the term "government officials" is widely defined and includes individuals who are employed by any public or state-affiliated institution or organization or who act in an official capacity in any way, whether full-time, part-time or unpaid.

Government officials can be found in every branch and level of government and public life and may include anyone from low-level customs employees to high-ranking law-makers, as well as professors and teachers, dentists, veterinarians, or other professionals and Key Thought Leaders and employees of state-owned media outlets. If you are in doubt as to whether an individual could be considered a government official, you should contact the Ethics & Compliance Officer.

Always be direct and honest in dealings and communications with government employees. Any knowing or willful false statements to government employees (oral or written) could expose both you and the Company to substantial penalties.

Certain lobbying laws may require the Company and/or its employees or third parties to register and report as a lobbyist if a QHTL staff or agent communicates with a government employee for the purpose of influencing legislation or certain other official actions. If you are engaging in any such activity or have plans to do so, either directly or through a third party, you must contact the Ethics & Compliance Officer to determine the relevant requirements and next steps.

In addition to prohibiting the bribery of government officials, Company policy and relevant laws also prohibit the bribery of private parties. You should not seek to influence the judgment or conduct of any external party with whom you might be conducting Company business by promises of gifts, payments or other benefits, or by any other unlawful inducement.

Compliances with International Trade Regulations

The Company complies with all applicable laws governing international trade and must also comply with relevant Indian trade regulations regardless of where we operate in the world. Trade Sanction laws regulate imports and exports and may also prohibit the Company from doing business with certain countries or certain individuals or entities. Prior to engaging any third party (vendor, customer, etc.), the third party must be checked with the lists of "Restricted Parties" maintained by the Indian government to ensure that the Company is free to proceed with the transaction.

The Company is prohibited from participating in foreign boycotts that are not sanctioned by the Indian government and is required to promptly report any requests related to such boycotts. Any such requests must be immediately reported to the Ethics & Compliance Officer for appropriate handling.

Compliances with Data Privacy and Data Protection Laws

QHTL respects the privacy of its employees, consumers, customers, suppliers and other third parties with whom it has a business relationship and therefore, we handle personal data responsibly and in accordance with all applicable data privacy and data protection laws. As part of their employment with QHTL, employees may provide certain personal information to the Company, such as home and e-mail addresses, family information for benefits purposes and other personal information.

Similarly, our consumers, through requests for product information or participation in Company -sponsored competitions, may provide personal information such as names, street addresses and e-mail addresses to the Company.

During the course of business relationships with QHTL, customers, suppliers and other third parties may provide personal information, such as names, telephone numbers, fax numbers, street addresses, e-mail addresses and credit card information, to the Company.

With respect to all of this information, it is Quick Heal's policy to:

- ◆ Only collect, process, use and retain personal data for the reason it was provided to us, unless we have obtained consent for other uses, and as necessary for our recordkeeping purposes;
- ◆ Take all reasonable steps to safeguard personal data to prevent unauthorized disclosure or use;
- ◆ Not share personal data with third parties other than

service providers of ours who assist us in managing our business and then, only if that party has agreed to comply with our privacy standards and all applicable privacy laws;

- ◆ Comply with all applicable privacy laws.

Laws regarding data privacy and data protection are frequently being developed and modified. We are committed to monitoring evolving data privacy and data protection laws and may, from time to time, develop specific policies in light of them.

Compliances with records retention laws

As per various laws it is mandatory that QHTL maintains certain types of records (including physical

documents and electronic data) for particular time periods. Failure to comply with these requirements could subject the Company to significant fines and other penalties. QHTL is committed to Records Management Program that meets all applicable legal and regulatory requirements, satisfies the information retention needs of our business, and ensures that outdated or unnecessary records and other documents are appropriately discarded.

You are required to disclose relevant and necessary information or documents in any legal action, investigation or proceeding as required by law. Upon receipt of any summons, subpoena, court order or other legal process requiring the disclosure of Company information or documents, you are required to notify the Ethics & Compliance Officer, to the extent permitted by law.

In such a case, you must follow all instructions provided by the Ethics & Compliance Officer and retain all records that may be responsive or relevant to the summons, subpoena/mandate, litigation or investigation, regardless of the requirements of the Record Retention Program. You must not destroy or alter such records, as the improper destruction of records could have serious consequences - including civil and/or criminal penalties and employment consequences for both you and the Company.

NO POLITICAL CONTRIBUTIONS

No Company funds or assets may be used for contributions to any political party or candidate in any country, at any level of government, except as allowed by the law, and as approved by the Board. A political contribution includes both direct (monetary) and non-monetary contributions.

Non-monetary contributions include the purchase of

fundraising tickets, the donation of products, volunteer work by QHTL staff within normal business hours and the use of QHTL facilities

for fund-raising or political purposes. If you have a question regarding a contemplated political contribution, please contact the Ethics & Compliance Officer.

The Company is prohibited from compensating or reimbursing any QHTL staff or individual associated with the Company (including outside lobbyists or other third

parties), directly or indirectly, in any form, for political contributions. Individual QHTL staff remain free to make personal contributions to candidates or parties of their choice. A personal contribution is the responsibility and burden of the individual and should never be made with the intention of assisting QHTL or one of its operating companies in any way.

THE SOCIETY

Local charity and volunteerism

QHTL aims high when it comes to serving the society. QHTL takes pride in participating in such projects which further the development and welfare of the local community. Such projects include participating in charitable drives and assuming responsibility for aiding the poor, injured and homeless at the time of national disaster.

Our primary focus is on young people, particularly the education of young people. QHTL believes that investments made in children today will benefit us all tomorrow. That's why the Company sponsors reading programs, mentoring initiatives, athletic competitions and other youth activities. These efforts foster in youth a spirit of competition and achievement. The Company also encourages its people to participate on their own time in local charitable activities of their choice.

Opposition to child labour and malpractices on the part of the employer

QHTL strongly opposes the illegal exercise of child labor, human exploitation and all other forms of malpractices on the part of the employer. It is QHTL's policy not to work with any supplier or contractor known to utilize inhumane labor practices including exploitation, physical punishment, abuse, involuntary servitude or other forms of mistreatment.

QHTL does not condone/forgive the violation of other labor laws and if any violation becomes known to the Company, it may be considered grounds for appropriate disciplinary actions resulting into termination of the business relationship.

Committed to Universal Human Rights

QHTL has always supported and been commitment to respecting human rights and labor rights worldwide. QHTL practices and seeks to work with business partners that promote the following standards:

Equal opportunity for all employees at all levels regardless of race, color, religion, gender, gender identity, national origin, ethnicity, age, sexual orientation, disability, marital status, veteran status or any other characteristic protected by law;

- ✓ A safe and healthy workplace that promotes well-being and protects the environment;
- ✓ Wages that enable employees to at least meet their basic needs, and opportunities for employees to improve their skills and capabilities; and
- ✓ Respect for employees' lawful freedom of association and recognition of all legal rights to organize and collectively bargain.

THE SHAREHOLDERS

Protect shareholders value

The Company's corporate governance policies and programs, of which this Code of Conduct is a key component, serve as an important shareholder safeguard. In recent years many checks and balances have been enacted by the government and other regulators and authorities around the world in order to promote the ethical corporate behavior that has been standard practice at QHTL for many years.

Our shareholders are well-served by an independent board, made up of a substantial majority of independent directors and independent committees that oversee audit, compensation and governance matters. Frequently updated committee charters and governance guidelines clearly define director roles and responsibilities and the Company's corporate governance principles.

Strong audit programs to increase investors confidence

The Company is committed to quality, integrity and transparency of its financial reports. This commitment is reflected in the Company's longstanding policies and procedures, including an internal audit group monitoring financial controls worldwide, independent auditors who

have a broad mandate, and an independent Audit Committee overseeing these areas.

To maximize the effectiveness of these resources, QHTL staff is expected to engage in open and honest communication and a free exchange of information with the internal and external auditors and the Audit Committee.

Information about company's progress to the shareholder

QHTL shareholders are invited to attend the Company's annual meeting every year at which the progress of the Company during the past financial year is reviewed and the shareholders have the opportunity to ask questions to the senior management of the Company.

In the intermediate months, the shareholders may visit the Company's website i.e. www.quickheal.com for further updates.

COMPLIANCE

Communication and disclosure are essential

Each & every QHTL staff is accountable for compliance with these standards of conduct, with all laws and regulations, and with the more detailed guidelines contained in the Business Practices Guidelines and in the other policies, procedures and guidelines prepared by our Company and its subsidiaries, operating units and divisions.

Managers are responsible for communicating these standards to those they work with, ensuring that they understand and abide by them, and creating a climate in which employees can discuss ethical and legal issues freely.

Internal resources for guidance

The Code cannot provide definitive answers to all questions. For that we must ultimately rely on each person's good sense of what is required to adhere to the Company's high standards, including a sense of when it is proper to seek guidance on the appropriate course of action.

If you have questions regarding any of the content discussed in the Code or if you are in doubt about the best course of action in a particular situation, please seek guidance as described below:

Legal

Contact a member of the Legal Department with any compliance questions or to obtain advice or assistance with the interpretation of laws, regulations or Company policies including the Code and Business Practices Guidelines.

Chief Financial Officer

Contact the Chief Financial Officer via the EthicsLine to ask questions, obtain guidance on how the Code applies to a specific situation or to "Speak Up" regarding a potential violation.

Human Resources

The Human Resources representative is another valuable resource for advice and counsel regarding ethical dilemmas.

Your Manager

Speak with your manager or a member of your organization's leadership team to discuss ethical concerns or questions. If they are unable to assist you, they will refer you to the appropriate resource. Also, if you are not comfortable speaking to your manager, you may go to Human Resources, the Global Ethics & Compliance.

REPORT CONCERNS TO THE APPROPRIATE RESOURCES

Whistle Blower Policy

Quick Heal's Whistleblower Policy has been adopted to ensure that concerns regarding unethical, unlawful or improper conduct can be raised without fear of retaliation. The policy applies to all employees, whether full-time or part-time, irrespective of hierarchy and location of employment.

Information that is protected by law from disclosure without the employee's consent will only be reported to senior management or the Audit and Risk Committee with the employee's prior written consent.

This summary should be read subject to that requirement (please explain accordingly I will reword it. Quick Heal employee is encouraged to report any genuine matter or behavior that they honestly believe contravenes the company's Code of Conduct, policies or the law.

If anybody identifies, or has a good reason to suspect, a violation of the Code, Business Practices Guidelines or other company policies, they are required to immediately report the issue to their respective reporting manager, Human Resources, Ethics & Compliance Officer through ethics@quickheal.co.in

Alternatively, all of us should feel free to contact the higher levels of management without fear of retaliation.

We do not tolerate any form of retaliation against anyone reporting legitimate concerns. Anyone involved in targeting such a person will be subject to disciplinary action. If an employee suspects that he / she or someone he / she knows has been subjected to retaliation for raising a concern or for reporting a case, we encourage our employees to promptly contact their reporting manager, the Human Resources department, Chief Financial Officer, Legal Department.

SUPPORT ETHICS & INTEGRITY

Quick Heal employees can contact the Ethics & Compliance Officer and the Human Resources Department in case they identify any unethical practice on the part of the employee or any act of breach of 'Code of Conduct'.

All issues reported are reviewed and if it relates to the 'Code of Conduct', the matter is promptly and thoroughly investigated by the Ethics & Compliance Officer and the Human Resources Department. It is imperative that reporting persons do not conduct their own investigations, as investigations may involve complex legal issues. Acting on your own may compromise the integrity of an investigation and adversely affect both you and the company.

Reports can be made anonymous where local law permits. But, we encourage our employees to identify themselves in order to help us to facilitate the investigation and follow-up. There are laws in some countries that restrict the type of information the staff may report. If these laws apply to one's situation, the concerned representative will refer the staff to someone in the business unit who can assist to address question or concern.

However, keep in mind that if the employee wishes to identify himself / herself, the company will take all appropriate steps to keep an individual's identity and the information submitted confidential, and will only disclose information on a need-to-know basis when the disclosure is:

- ♦ Necessary in order to conduct an effective investigation and take appropriate action; or
- ♦ Otherwise required by applicable law

A report or complaint may contain personal data. For the purpose of investigating a violation or suspected violation, it may be necessary, subject to local law, to transfer personal data collected in one country to other countries.

In such cases, personal data may be used by the company and Quick Heal entities that participate in the operations of the Ethics & Compliance Department to investigate the report, but only for such period as is reasonably necessary for this purpose (and thereafter

such personal data will be destroyed or retained only as required by company policy or by law).

Any employee can report the issues to the Ethics & Compliance Officer and the Human Resources Department through the following medium: the following medium:



ethics@quickheal.co.in



Ethics & Compliance

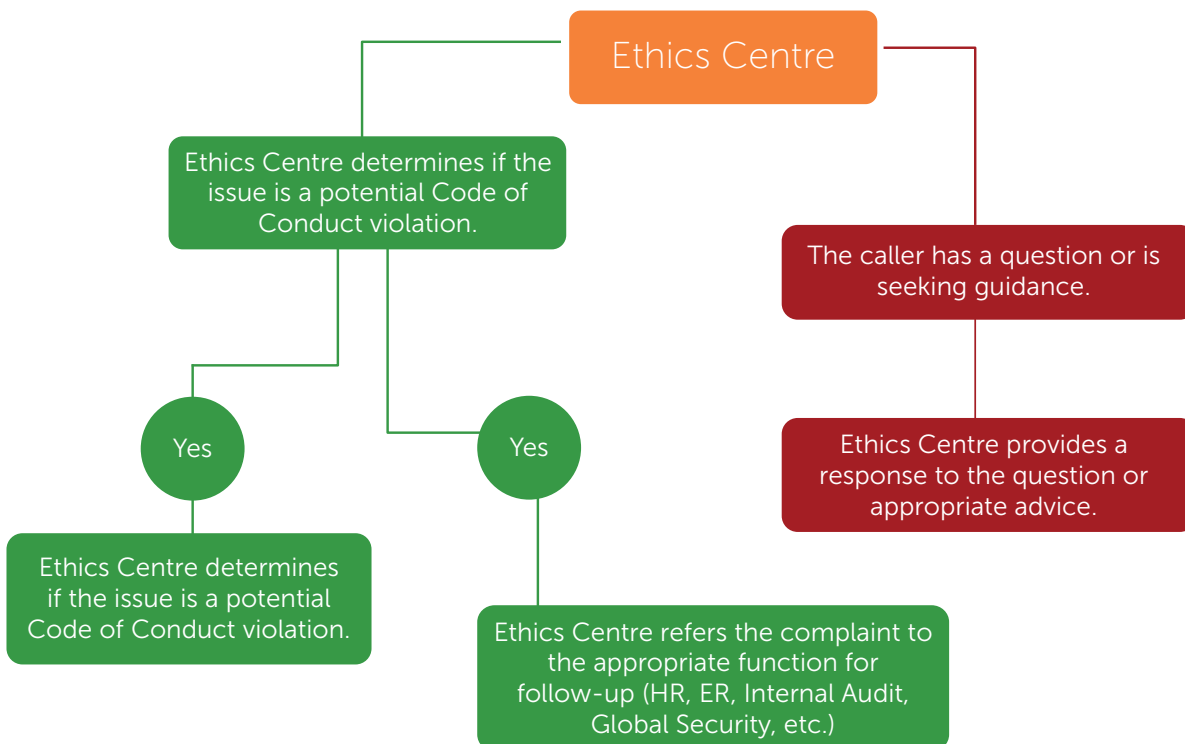
QHTL Technologies Ltd.

Office No - 7010, Marvel Edge, 7th Floor,

Vimannagar, Pune - 411 014. Maharashtra (India).

CODE OF CONDUCT VIOLATION PROCEDURE

How is my query addressed at Ethics Centre?



QUICK HEAL INVESTIGATION PROCESS

1

GE&C assigns an Investigator who has no affiliation with the business unit from which the report was made.

2

Investigator conducts the investigation.

3

Investigator provides findings.

4

Ethics Centre reviews findings & recommends actions for implementation.

5

At the close of the investigation, the person that reported the concern will be provided with feedback (if contact information was provided).

Disciplinary actions may be taken

The Company has a “zero tolerance” policy for any conduct that violates the Code or Business Practices Guidelines. This means that when an occurrence of a violation has been verified, appropriate action commensurate/proportionate with the nature and extent of the violation will be taken.

No individual or manager in the Company has authority to engage in conduct that does not comply with this Code, or to authorize, direct, approve or condone such conduct by any other person. As such, the Company intends to prevent the occurrence of conduct not in compliance with the Code or Business Practices Guidelines and to halt any such conduct that may occur as soon as reasonably possible after its discovery. QHTL staff that violates the Code or Business Practices Guidelines may be subject to disciplinary actions which may result into termination of the services, subject to local law.

The code applies to all of QHTL people and company activities

Compliance with the Code of Conduct and Business Practices Guidelines will be monitored by the Ethics Centre. The Ethics Centre reports to the Chief Executive Officer/Chairman of the Board and the Chairman of the Audit Committee of QHTL’s Board of Directors regarding the establishment,

implementation and enforcement of the Code of Conduct and related programs.

Information reported to the Ethics Centre or through other channels is, as appropriate, communicated on a confidential basis to the Audit Committee. The Code is applicable to everyone who is employed with QHTL Technologies Ltd and its subsidiaries, including officers, and also applies to the Company’s directors and agents in accordance with applicable law. Copies of the Code are available online on both our internal intranet site as well as our external website and should be provided to all third parties authorized to act on the Company’s behalf.

QHTL staff around the globe demonstrate their commitment to compliance and the Company’s ethical standards by participating in Code of Conduct training and certification on an annual basis.

Modifications

QHTL is committed to continuously review and update our policies and procedures based, in part, on our periodic assessment of the company’s risks. Thus, this Code will be periodically revised and is subject to modification. Any amendment or waiver of any provision of this code must be approved in writing by the Company’s Board and promptly disclosed on the company’s website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

CODE OF CONDUCT: ACKNOWLEDGEMENT FORM

I hereby declare that I have received the company's Code Of Conduct and have read it completely.
I understand the standards and policies prescribed in the company's Code Of Conduct and agree that there
may be additional policies or laws specific to my job/profile/location of my posting.

I agree to comply with the company's Code Of Conduct and Ethics.

Emp Code: _____

Name of the applicant: _____

Date :

Signature

Note: Please submit this Form duly filled and signed to the Human Resources Department.



Quick Heal

Security Simplified

Quick Heal Technologies Ltd.

Office No - 7010, Marvel Edge, 7th Floor, Vimannagar, Pune - 411 014. (India)

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