A.TREDS Limited

Code of Conduct & Ethics Policy

(Date: Aug 2026)

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Version Control

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Version Control

Version	Date of Revision	Description
4.0	August 3, 2021	Amendments made to the below: # 2 – Preamble # 4 – Application of the Code # 4 – Application of the Code - ii) Raising Concerns and Reporting Violations # 4 – Application of the Code - iii) Ethical Code & Principles d) Ethics Officer # 5 – Insider Trading # 6 – Conflict of Interest # 7 – Promoting Ethical Practices – i) Equal Opportunity # 7 – Promoting Ethical Practices - xiii) Selection of Value Chain Partners # 8 – Gifts and Entertainment # 9 – Privacy and Confidentiality Obligations – i) Privacy of Employee Information # 11 – Workplace Conduct - x) Information Security # 16 – Disciplinary Procedures and Penalties #17 – Review of the Code of Conduct
5.0	July, 2023	Version control and review date incorporated
6.0	January , 2024	#1 Pledge by an employee #8 Revision in Business gift amount #11 Workplace Conduct – Managing Personal Finances Infractions under Workplace conduct #16 Disciplinary Procedures & penalties #18 Employee Annual Declaration
7.0	April,2024	#11 Workplace Conduct – Managing Personal Finances Infractions under Workplace conduct
8.0	January, 2025	Para #3 – Raising Concerns or reporting violations Deletion of role of Ethics Officer Para #6 – Deletion in the Policy:(Added in Conflict of Interest) Promoting Ethical practices- Concurrent Employment Para#10 – Maintaining Accurate Company Records/Reporting Para#10 – Employee Grievance Redressal (Deletion) Para #15 – Disciplinary Procedures under Penalty (updation) Para#15(e) Disciplinary Committee and Appellate Authority (deletion) FAQs added
9.0	July, 2025	Para #2 – Important definitions Para #5 – Communication of the policy Para#17 – Mention of L1, L2 Staff Accountability Framework under Minor/Major misconduct

		Para #17 – HR specific email id added Reporting Mechanism Addendum 1 Anti Bribery and Anti Corruption policy Annexures added
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1. Preamble

This Code of Conduct and Ethics is a statement of A.TREDS' ("The Company") commitment to integrity and the highest standards of ethical practices. It defines the standards of conduct that is expected of all employees in order that the right decisions are taken in performing roles and responsibilities across various functions in the Company. The Code is intended to be the charter for day-to-day work to enable employees to make the right decisions and, therefore, serves to (1) underline the fundamental commitment to compliance with regulatory guidelines and laws of the land (2) set forth basic parameters of ethical and acceptable social behavior (3) establish a system for detection and reporting of known or suspected ethical or violations of regulation.

The Company's core values are based on: **Customer Centricity, Ethics, Transparency, Teamwork and Ownership** and these define the manner in which we deal with various stakeholders as outlined below.

a. Customers. Apart from ensuring that the services provided to customers are simple and reliable, the most important attribute in the Company's core values is "doing what is right for the customer". In other words, it must be the endeavour of all employees in the Company to always act in the best interest of the customer. This would translate into acting in a completely transparent manner with customers, providing them with the right advices/ information about products and services as well as rendering assistance in case of need. The TReDS services shall be in compliance with all the laws and applicable statutory and regulatory guidelines, rules, circulars issued in this regard.

b. Employees. Employees are a valuable part of the Company's infrastructure and in order to ensure that they will always do what is right for the customer, it is important that they are equipped with adequate job-skills. The Company's endeavour is to ensure that knowledge of compliance, regulatory and legal aspects relating to TReDS services are provided to employees. Another aspect of the Code of Conduct and Ethics for employees relates to public conduct, interactions with external entities including the media and dealings with colleagues. From the standpoint of creating a culture of cooperation and cohesion, it is also important for us to instil in our employees a sense of pride and the essence of teamwork.

c. Shareholders. Shareholders are one of our most important constituents and it is our responsibility to provide them with regular disclosure and information about the Company that is accurate, transparent and intended to be in the public domain.

d. Regulators. Compliance with regulation constitutes one of the main attributes of the Code of Conduct and Ethics. It is the Company's endeavour, as we have stated above, to ensure that employees of the Company have knowledge of compliance requirements and that they are vigilant in preventing breaches in this regard.

2. **Important definitions**

Term	***Definition***
Audit Committee	The Audit Committee of the Board constituted by the Company.
Board	The Board of Directors of the Company.
Code of Conduct and Ethics Policy	The Code of Conduct (COC) and Ethics Policy of the Company, as may be amended from time to time.
Committee(s)	Collectively the Audit Committee or the Disciplinary Authority/ Committee, as applicable.
Conflict of Interest Policy	The Conflict-of-Interest Management Policy of the Company, as may be amended from time to time.
Designated Authority	The Whistleblower Committee or the Chairman of the Audit Committee of the Board.
Director	A member of the Board of Directors of the Company.
Employee	The personnel employed by the Company on a full time, part-time or contractual basis in India or overseas.
UPSI	Unpublished Price Sensitive Information
Disciplinary Procedures & Penalties	For violation of the Code of Conduct or any orders/rules issued by the Company, an employee shall be liable for any of the Disciplinary penalties as mentioned in the COC
FAQs	Frequently Asked Questions
Third-Party	Customers, shareholders, depositors, vendors, suppliers, contractors, or agencies providing goods or services to the Company.
Whistleblower	An Employee, Director, Third-Party Stakeholder, or any other person who, makes a Protected Disclosure of any actual or suspected occurrence(s) of illegal, unethical, or inappropriate action(s), wrongdoing(s), behaviour (s), or practice(s) by a Subject in relation to the business, operations, or affairs of the Company, in the form and manner as provided in this Policy.

Disciplinary Authority/ Committee	The Disciplinary Authority/ Committee of the Company.
Axis Entities	Axis Entity for the purpose of this policy means Axis Company and its subsidiaries

3. Objective

The Code of Conduct and Ethics is a statement of the Company's commitment to integrity and the highest standards of ethical practices. It defines the standards of conduct that is expected of all employees in order that the right decisions are taken in performing their roles and responsibilities across various functions in the Company. The Code is intended to be the charter for day-to-day work to enable employees to make the right decisions and, therefore, serves to (1) underline the fundamental commitment to compliance with regulatory guidelines and laws of the land (2) set forth basic parameters of ethical and acceptable social behaviour.

4. Applicability

The Code applies to all employees of the Company. Several of the policies (Employment of Relatives, and Dress Code Policy) have been comprehensively covered under the HR Policy of the Company. The company has documented the Prevention of Sexual Harassment Policy (POSH) & Whistleblower Policy separately. The rules and principles set forth in this code are general in nature and the compliance with the code shall be ensured to be read with other applicable policies & procedures and the applicable laws of land wherever the Company operates. Employees are therefore expected to understand the standards of the Code of Conduct as well as the respective local laws.

Application of the Code

It is the responsibility of all employees to fully read this Policy as well as all the other policies in order to remain aware at all times of the procedures, regulations and other requirements that are relevant or pertinent to Company's business or function. The process for seeking clarifications relating to any of these policies or particular issues that one may encounter which may not be spelt in the policies is outlined below.

i. Seek Guidance

The Code and other related policies cannot anticipate every issue in granular detail. Answers to questions involving ethical considerations are often neither easy nor clear-cut. You should understand and abide by both the spirit and the letter of the policies and standards in the Code. Some key aspects that you should keep in mind are:

- Ensure that you have all the facts.
- Where there is shared responsibility, discuss the issue with the other colleagues involved. A basic responsibility is to discuss the problem with your supervisor

- However, in case you are uncomfortable discussing the matter with your immediate supervisor, discuss it with Department Head, Ethics Officer or Human Resources Representative (atreds.ethics@invoicemart.com)

(The Whistleblower Policy has also detailed the process for referring matters to designated Officials).

In case of an issue that appears ambiguous, ask yourself if your action is consistent with the Code or other policies.

ii. Raising Concerns and Reporting Violations

Inappropriate, wrongful or unethical behaviour by any employee, supervisor, customer, supplier or other third party can significantly compromise the reputation of the Company. Such issues must, therefore, be reported immediately. It is your responsibility, therefore, to report concerns or questions relating to unethical behaviour, malpractices or apparent violations of law and regulation that you perceive in your workplace. If such behaviour appears to be in conflict with this Code, you must promptly inform the following officials or entities.

- Supervisor or the Department Head as appropriate
- Human Resources representative
- Designated contacts under a specific policy or procedure
- Whistleblower Committee (atreds.whistleblower@invoicemart.com)
- Ethics Officer(atreds.ethics@invoicemart.com)

No action will be taken against anyone for reporting ethical violations in good faith, or participating or assisting in the investigation of a suspected violation of the Code of Conduct. Any act of retaliation against a person who reports such transgressions, malpractices etc. would tantamount to a violation of the Code of Conduct and Ethics of the Company.

5. Communication of the Policy

The Policy to be displayed on the company's website. Further, this Policy is also available on HRMS.

6. Details of the Policy

As an employee of A.Treds Ltd. (“The Company”), I will abide by the ethical values and aid in the Company’s commitment to the successful operation of its business keeping in mind the interest of customers, shareholders, stakeholders, employees and other associates. As an employee of A.Treds Ltd, I would embrace the spirit, values and principles of our Code of Conduct and Ethics so that we:

- Conduct ourselves professionally and responsibly;
- Provide exceptional and high quality services;

- Preserve and enhance the efficiency of our work environment;
- Be respectful in our dealings with the Company's customers, vendors, service providers, stakeholders and others with whom we interact while at work;
- Maintain high ethical standards;
- Comply with all applicable statutory, regulatory and local laws, as well as, Company policies and procedures;
- Safeguard information and protect the Company's interest;
- Prevent fraud, abuse, other illegal or unethical activity;
- Recognize that no set of guidelines can be a substitute for good judgment, common sense and professional integrity;
- Value our communities, our society and our environment.
- Comply with Axis core values of Customer Centricity, Ethics, Transparency, Teamwork and Ownership

I pledge to abide, uphold and promote the Company's Code of Conduct and Ethics in all my activities.

I do so solemnly pledge.

The Pledge applies to all employees. If you become aware of a situation that is inconsistent with this Pledge, you have an obligation to report it to your supervisor or to the Ethics Officer(atreds.ethics@invoicemart.com)

7. Ethical Code & Principles

The Code of Conduct & Ethics also sets out ethical code, principles and addresses the key issues/ethical dilemma that employees are likely to meet in the course of their duties. Employees are trusted to use good judgment in their day-to-day activities and to seek further information or assistance when they need it.

The Code of Conduct & Ethics applies to all employees, including the Senior Management.

All the stakeholders of the Company are required to comply with all necessary and mandated Statutory as well as regulatory guidelines, (including labour laws, EPF/ESIC declaration, Child Labour Prohibition and Abolition Act, etc) Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act 2013 etc. Vendors specifically, are required to comply with all approvals/ licenses/ permissions under the Contract Labour (Regulation and Abolition) Act, 1970, applicable and all applicable central, state and local bye laws, ordinances, regulations and codes in performing its obligations including the procurement of licenses, permits, certificates and payment of taxes wherever required. The Service Provider shall provide as and when demanded a certificate from its external CA certifying that he/ she had complied with statutory compliances, labour regulations and requirements including payment of challans for tax payments i.e., Provident Fund, other statutory dues, etc.

All stakeholders of the Company are required to comply with all of the applicable laws, rules and regulations of India and other countries, and the states, counties, cities and other jurisdictions, in which the Company conducts its business. Local laws may in some instances be less restrictive than the principles set forth in this Code. In those situations, stakeholders should comply with the Code, even if the conduct would otherwise be legal under applicable local laws. On the other hand, if local laws are more restrictive than the Code, stakeholders should comply with applicable local laws. Further, any provision of this Code that is contrary to law in a particular jurisdiction will have no force or effect in that jurisdiction solely with respect to such provision(s), although this Code (including any such provision) will remain applicable in all other jurisdictions.

Consistent with our core values, we list below our:

a. Ethical Code

- We abide by the Company's code of conduct & ethics.
- We are just & fair in our dealings
- We protect the Company's interest
- We are transparent in our communications.
- We safeguard information.
- We conduct ourselves professionally and responsibly
- We are respectful in our dealings with one another
- We respect laws and regulations.
- We value our communities

b. Ethical Principles

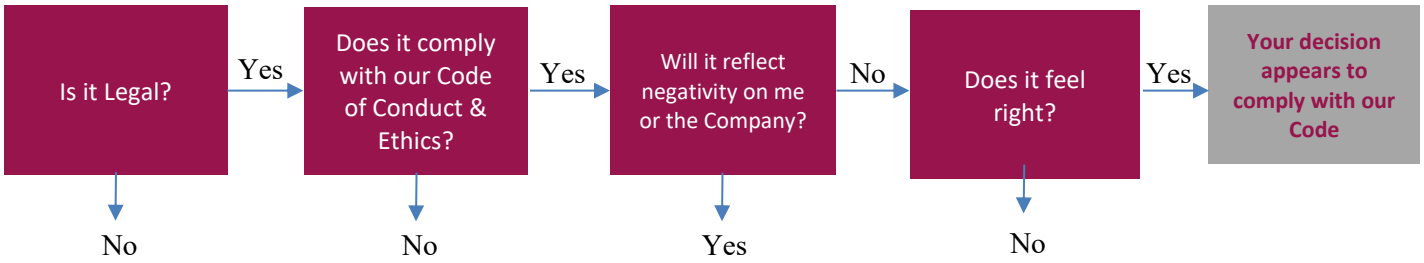
- Integrity & Honesty: Acting with integrity and honesty means that one should be ethical, sincere and transparent in all our transactions. As employees of the Company, we should keep our commitments. We should speak up when uncomfortable or uncertain, especially if it comes to actions and behaviours that contradict our organisation's core values and culture.
- Compliance with laws and regulation: It is our fundamental duty to comply with regulatory guidelines and laws of the land.
- Confidentiality: Company's confidential information is a valuable asset and every employee, vendor and stakeholder of the Company must protect it. We must comply with all policies and guidelines relating to security and privacy of confidential information. (Refer to Section 8.)
- Conflict of Interest: All employees are required to maintain the highest levels of professional and personal integrity to avoid situations of conflict, in the interest of the Company. (Refer to Section 6)
- Anti-bribery & Anti-corruption: We have zero tolerance towards anything of value that may be seen as an attempt to influence an action or a decision in our dealings with the various entities. This could include money, gifts, favours, entertainment etc. Any

actions relating to bribery, kickbacks, improper payments should not be entertained. Refer to Section 7 (iii)

- Gifts & Entertainment: As an organization, all employees are required to strictly follow the guidelines on Business Gifts . Refer to Section 11.
- Fair Dealing and responsibilities to customers: We must deal fairly with our customers, vendors, service providers, stakeholders and others with whom we interact while at work. We should refrain from taking undue advantage by manipulating/ concealing/ misrepresenting facts, misusing confidential information or any other unfair practices.
- Accountability: Ethics and values must not get side-tracked in pursuit of any goal. There should not be any compromise on due diligence and complying with KYC norms.
- Trust & Reputation: Trust is the foundation of Company. As employees of the Company, through trust we add value to our customers. Any unethical act compromises this trust and brings down the reputation. Each individual unethical act is against the institution and is against all of us. As an employee of A.Treds Ltd., guarding reputation of the Company should be our prime focus.
- Saying No: Having a strong relationship with our customers also means having the ability to say no, especially when in doubt about individuals who are using the financial systems for their non-compliant transactions.
- Citizenship: One must continue to nurture A.Treds with honor. Guarding ethos of the Company also means our important role in reporting any act of misdemeanour observed.
- Doing right at all times: Finally, one must understand that no business or customer is more important than our responsibility to do right at all times.

c. Ethical Dilemma

When faced with a situation where proper conduct is not self-evident, the Code of conduct and Ethics may help you decide what to do. If you are ever unsure of the proper course of action, a decision tree can help.



d. Ethics Representative

The Ethics representative can be contacted for any clarifications or queries in relation to this code at atreds.ethics@invoicemart.com

e. Interpretation

If any question arises as to the application or interpretation of any of these regulations, it shall be referred to the Ethics Officer for a decision in the matter
(atreds.ethics@invoicemart.com)

8. Insider Trading

As an employee of A.TREDS and a part of the Axis Company group ("the Company"), you may have access to Unpublished Price Sensitive Information (UPSI) about the Company, clients and companies that conduct business with the Company. The Code and Insider Trading Regulations, prohibits employees from communicating or causing to communicate, provide or allow access to any UPSI relating to the Company or that of its shares/securities listed or proposed to be listed, to any person except in furtherance of a legitimate purpose or performance of duties or discharge of legal obligations.

Further, no employee shall procure or arrange the procurement of an UPSI of any other listed/proposed to be listed company or that of its shares/securities listed or proposed to be listed, otherwise than in furtherance of a legitimate purpose, performance of duties and/or in discharge of legal obligations. UPSI means any information directly or indirectly relating to the Company or its shares/securities or that of the Company's Listed Client Companies or their shares/securities, which is not generally available and which upon becoming public, is likely to materially affect the price of the shares/securities of the Company or that of the concerned Listed Client Companies.

Insider Trading policy and legislation prohibits employees from acting upon material non-public information on securities (including equity securities, convertible securities, options, bonds and any stock index containing the security) issued by a company including the Company, to benefit themselves or others. Information is "material" if there is a substantial likelihood that any investor uses it for personal investments, or it could be expected to affect the price of an issuer's securities and relates to future, speculative or contingent events. Information is considered to be "non-public" or "inside" unless it has been publicly disclosed by the issuer in the securities market (for example, through a press release or on company website).

Any employee in receipt of confidential or non-public information or potentially material information should notify the Company Secretary immediately and may be unable to trade personally in the securities of the companies about which he or she has information. It also applies to transactions for any Company related account, client account or personal account. Thus, if you have material inside information about a customer or vendor of the Company, you are responsible for ensuring that any purchase or sale of the customer's or vendor's securities by the employee or for any personal account is in compliance with the Insider Trading regulations of the SEBI and of the Company & the Company. A "personal account" is any account in which you have a financial or beneficial interest, or for which you have the power to affect or ability to influence trading or investment decisions, either directly or indirectly. Personal accounts typically include accounts of spouses, parents, siblings and child of such individual or of the spouse, any of whom is either dependent

financially on such individual or who consults such individual in taking decisions relating to trading in securities.

Using non-public information to trade in securities, or providing a family member, friend or any other person with a "tip", is illegal and should not be used for personal gain. Similarly, forwarding any market related news received by you (either in the official mail/personal mail / blog or in any other manner) without prior approval by the concerned superior is prohibited.

Designated employees as well as other employees including those in certain businesses, such as brokerage, investment companying, investment research, advisory etc. may be subject to additional restrictions and policies (including pre-clearance, blackout periods, legal restrictions and reporting requirements) regarding personal trading of securities (including Axis Company and related securities). Company & the Company reserves the right to monitor any account for suspicious activity and accounts are subject to applicable regulatory reporting requirements. No employee shall indulge in gambling or speculative activities in any shares, stocks, securities, commodities or valuables. He/she can, however, make bonafide investment of his/her own funds in such securities as he/she may wish to buy.

Employees are prohibited from entering into any trade in securities of the Company during the blackout period(s). The Code requires employees to obtain requisite pre-clearance of the Company's Compliance Officer for dealing in the Company's securities beyond prescribed threshold limits. Further, it prohibits employees from purchasing/selling/transferring etc. of the Company's securities whilst in possession of UPSI relating to the securities of the Company. The employees are also prohibited from entering into contra trades on the floor of the Stock Exchange(s) and from dealing in securities of the Company's Listed Client Companies.

9. Conflict of Interest

All employees are required to maintain the highest levels of professional and personal integrity to avoid situations in which an individual's personal interest may conflict or appear to conflict with either the interest of the Company or that of its stakeholders. Conflict of interest issues may arise in dealings between employees and vendors, employees and customers, employees and counterparties / other entities, employees and their acquaintances and also employees and relatives. A conflict of interest arises when any dealing with any of the entities named above may appear to be influenced by your relationship with them. Such relationships may impair an objective or impartial assessment of the dealing/transaction and may not, therefore, be in the best interests of the Company. It may even result in a financial/non-financial gain to the employee, his family member or acquaintance. Some examples of situations where conflict of interest may arise are (the list is not exhaustive)

a. Accepting engagement outside the Company that may benefit you in any manner.
b. Engaging in personal investment decisions by conducting trading in personal accounts based on information learned as a result of employment with the Company.

c. Taking a business decision that may result in personal gain, or benefit to a relative or acquaintance.
d. Using your authority or knowledge of confidential information for personal benefit.
e. Serving in a fiduciary capacity or as a director, official, any elected post of a company or political party outside of the Company for non-profit, trade/industry, government agency without approval by the Company.
f. Competing with the Company for a business opportunity or diverting opportunities.
g. Accepting money, favours, gifts, meals, entertainment or other benefits (seen to be beyond normal business courtesies) that may influence business or commercial decisions of the Company.
h. Promoting a particular vendor or entity for personal gain.
i. Using the Company's facilities, employees, funds, property or resources towards personal activities.
j. Contributing to a charitable cause/fund at the behest of a customer in order to maintain a business relationship.
k. Sourcing candidates with whom you have worked with in earlier organizations and also being part of the decision / selection process.
l. Employing relatives* or undertaking business with a relative or any entity where your relative has a financial interest.
m. Having a relative functionally reporting into you directly or indirectly or where you are in a position to influence his/her pay, promotion, transfers etc.

Senior Management (Department Heads/ GM & above) shall immediately disclose the names of their close relatives who are employed with business partners of the Company including Consultants, Vendors, NGOs etc.

All the employees shall annually declare the names of all relatives working in the Company, Axis Company and its subsidiaries. This information shall also be called for from new recruits at the time of joining.

If you believe that you have a conflict of interest, or may be perceived to have such a conflict, then you must disclose this to your Department head, Human Resources representative or Ethics Officer. Employees are required to disclose as per said guidelines.
*"Relative" has been defined in the Company's HR Policy.

10. Promoting Ethical Practices

It is critical to the Company's reputation that the actions of the organization and of its employees are seen to be appropriate and ethical. The Company should, therefore, review its business activities, sales practices, product features, potential conflicts of interest and aspects that may be frowned upon from a governance standpoint and affect the reputation of the Company. Each line of business is responsible for knowledge of the laws and regulations that apply to its businesses, communicating necessary information to employees and maintaining an appropriate compliance program.

The following sections outline some key requirements:-

i. Equal Opportunity

A.Treds Ltd is an Equal Opportunity Employer and employment decisions are based on merit and business needs. We do not discriminate on the basis of sex, colour, race, ethnicity, economic status, social status, marriage and civil partnership, religion and belief, sexual orientation, disability, pregnancy and/or paternity/maternity status. We value diversity and believe that a diverse workplace builds a competitive advantage. We are committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities. If you believe that you have been discriminated against, harassed or have not been given equal opportunities at work, you are encouraged to submit a complaint to:

- Your manager
- Your Skip-level manager
- Human Resources
- atreds.whistleblower@invoicemart.com
- HR email id - atreds.hr@invoicemart.com
- atreds.posh@invoicemart.com (if you believe you have been sexually harassed)

ii. Fair practices

All employees shall endeavour to deal fairly with the Company's customers, suppliers, competitors and colleagues and not to take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Employees are committed to provide services to all our customers and ensure that our clients are given right product as well as services as per their needs. We should act fairly and reasonably in all our dealing with customers by meeting the commitments and standards in this Code, for the products as well as services offered by the Company, as per the procedures.

iii. Anti-Corruption and Bribery

The Company has zero tolerance towards all forms of bribery or corruption in any form and Company should be especially sensitive to this aspect in its dealings with the various entities that we comes in contact with. In particular, the Company prohibits offering, promising, giving or authorizing others to give anything in excess of a certain value*, either directly or indirectly, to any person or entity. Under no circumstances may you offer, promise or grant anything to anyone for the purpose of influencing the recipient. Payments made indirectly through any intermediary or other third party are subject to the same restrictions.

For further details, please refer Addendum I

*Value has been determined at INR 10,000 in terms of its Business Gift Policy.

iv. Compliance with Regulation relating to KYC and Money Laundering

Compliance with regulation relating to KYC and Money Laundering has a critical bearing upon the quality and integrity of the Company's operations and strict adherence to regulatory guidelines is a pre-requisite that cannot be compromised. Towards that end, it is essential that you exercise utmost diligence in establishing the antecedents of our customers at the stage of on-boarding and that appropriate oversight is maintained upon the operations in customers' accounts for detecting suspicious transactions.

(Refer latest "Policy on Anti-Money Laundering Standards / Know Your Customer (KYC) Norms/ Combating of Financing of Terrorism (CFT)" policy as uploaded in HRMS)

v. Inappropriate Sales and Customer Commitment

Inducing a customer for purchasing an unnecessary product or indulging in "mis-selling" for the purpose of achieving budgetary targets is an unacceptable practice that not only affects the customer adversely but also results in an erosion of the Company's credibility and reputation. It is, therefore, in contradiction of our objective of being a customer-centric organization. You should help customers achieve an informed decision based upon his requirements.

It is trust, satisfaction and loyalty of our customers that will help create sustainable businesses for the Company. Understanding customers' needs should, therefore, be integral to the way we undertake business and provide service.

vi. Gaming

Gaming is defined as the manipulation, misrepresentation, or both of sales or sales reporting in an attempt to receive compensation or to meet sales goals. Any form of gaming, indulged in, for receiving compensation or to meet sales goals etc. is prohibited. Gaming issues may arise in but are not limited to the following categories of activities.

a) Reclassification or Transfer: Reclassifying or transferring existing business should not be viewed as an actual sale and should not result in sales credit, unless the reclassification or transfer:
   - is part of a specific product program
   - is a general strategy of the Company
   - There is a clear benefit to the customer who has provided an express agreement.

b) Discounts or customer incentives: It is not appropriate for an Employee to supplement standard discounts or customer incentives by substituting their own personal funds, including their salary or incentive income, to complete a sale or earn a higher commission by recording a cross-sell. It is inappropriate to pay any fee, on behalf of a customer to complete a sale.

c) Sales referrals: Only valid sales referrals made by the team member seeking the credit may be submitted to meet sales goals or receive credit under sales incentive programs.

Valid referrals typically require team members to have spoken directly with the customer about a specific product or a referral to a different business unit and to have gained the customer's agreement for that product or referral.

vii. Undue Influence

It is not appropriate for you to influence, or attempt to influence, anyone for the purpose of having him or her handle a transaction or process in a way that results in an improper personal benefit to you, your friends, relatives, or even to that particular team member. Such improper benefit may result from using a relationship (whether personal, social, or professional) to prevail upon another person, such as a colleague, vendor, or someone who reports to the Employee, to do something for him/her that is outside the scope of standard business practice.

viii. Handling Business Opportunities

You should not take advantage of opportunities that rightly belong to the Company. For instance, he/she should not:

- Divert business from the Company for personal benefit.
- Receive a commission or fee for a transaction that he/she has conducted for the Company (other than compensation or incentives, if any, paid by the Company).
- You may not refer a customer whose application was denied by the Company to another financial institution/entity for further business opportunity.

ix. Lending Transactions

No employee shall grant on behalf of the Company any loan or advance to himself/herself or his/her spouse, a Joint Hindu Family of which he/she or his/her spouse is a member or a partnership with which he/she or his/her spouse is connected in any manner or a Trust in which he/she or his/her spouse is a Trustee, or a private or public limited company, in which he/she or his/her spouse hold substantial interest. (Substantial interest as defined in 2(32) of Income Tax act, 1961).

No employee shall grant on behalf of the Company any loan or advance to (a) a family member; (b) an individual who is the guarantor of a family member or an individual who is a partner in business of a family member; (c) a Joint Hindu Family in which a family member is a member; (d) a firm in which a family member is a partner, manager or guarantor; and (e) a company in which a family member holds substantial interest or is interested as director manager or guarantor, without prior permission of the Company.

x. Vendor Management

We expect Vendors are expected to comply with all the applicable laws, rules, regulations, contractual agreements and generally recognized standards. Where vendors have an existing Code of Conduct or similar policy in place, it is expected that they follow their own code in addition to the clauses mentioned in this Code. Following are some of the areas,

though not exhaustive, which our stakeholders should adhere to in their dealing with the Company:

a. Human Rights and Labor Standards

Vendors are expected to protect the human rights of their employees and treat them with dignity and respect. They should not use any form of forced labour including bonded and underage labour. They are required to comply with all approvals/ licenses/ permissions under the Contract Labour (Regulation and Abolition) Act, 1970, applicable along with guidelines of Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act 2013.

Vendors should maintain a workplace free of unlawful discrimination, which includes, but not limited to race, gender, sexual orientation, age, pregnancy, caste, disability, union membership, ethnicity, religious belief or any other factors protected by applicable laws. Stakeholders are expected to provide a safe and healthy working environment. Vendors must comply with all applicable wage and compensation requirements as defined under applicable laws including applicable retirement and insurance benefit. They shall provide as and when demanded a certificate from its external CA certifying that he/ she had complied with statutory compliances, labour regulations and requirements including payment of challans for tax payments i.e., Provident Fund, other statutory dues, etc.

b. Ethics and Responsible Business

Vendors shall not engage in any form of corrupt practices and shall not offer bribes, kickbacks or other improper payment to Company's representative or agency, any customer or third party with an intention of obtaining or retaining business or other improper advantage. Vendors are expected to maintain the integrity and confidentiality of all information provided by the Company. The obligation of confidentiality will remain even after the business relationship is terminated. Vendors must take care to ensure no conflicts of interest arise in the due course of business with the Company. The relationships with other organizations, may be competitors, must not compromise the dealing with the Company.

c. Prohibition Of Insider Training :

Vendors, who in the course of their dealing with the Company are in possession of the unpublished price sensitive information, should strictly follow the Company's Code of Conduct and Ethics on the prohibition of Insider Trading

11. Gifts and Entertainment

A business gift refers to anything of value, including, but not limited to, meals, accommodation, loans, cash, favourable terms or discounts on any product or service, services, equipment, products, transportation, use of vehicles, vacation or other facilities, securities, home improvements, tickets (travel, leisure, social, sporting events, etc.), gift certificates, gift cards, discount cards, memberships or consulting relationships, favourable

employment, etc. You are not permitted to accept or provide business gifts in any form or amount in excess of a certain value*. If the gift exceeds the limit, it is advisable to return the gift amicably to the donor (quoting the relevant provision of this policy). If the return of the gift may not be feasible due to situations, it may be reported to the Ethics Officer (atreds.ethics@invoicemart.com) or the Human Resources representative (atreds.hr@invoicemart.com) who may decide appropriately including but not limited to the option of donating it to a designated charity. Prior to making any gift offers to government employees/departments, you must ascertain if there are any limitations or requirements that apply, e.g., limits on gifts and entertainment, requirement to register etc. and be guided by specific directives (or internal policies) including guidelines of Central Vigilance Commission.

An employee who procures a service from a vendor (or is involved in the procurement process) should inform the vendor of the Company's Gift Policy in order to avoid any embarrassment in this regard.

You are discouraged to accept or solicit gifts, make a donation as a gift or other benefits from any colleague (except for special occasions such as marriage, transfer or retirement) so as to avoid possibility of such gifts or benefits appearing to compromise official relationships.

While facing prospective situations of gift acceptance or giving which may have illegal or unethical implications, you can seek help from the Ethics Officer/Human Resources (atreds.ethics@invoicemart.com/atreds.hr@invoicemart.com) representative when the proper course of action is unclear or unknown to them.

*"Value" has been determined at Rs. 10,000.

12. Privacy & Confidentiality Obligations

i. Privacy of Employee Information

Safeguarding of personal and confidential information relating to an employee should be strictly exercised. The Company maintains appropriate safeguards to respect the personal privacy of staff members and protect the confidentiality of personal information about them. Employee-related information should not be shared or discussed with any external agencies or employees, except where internally authorized or required by applicable law, regulation, jurisdiction, administrative or legislative body. You must comply with all policies and guidelines relating to security and privacy of personal and confidential information, ignorance of which can lead to disciplinary measures. Responses to requests for such information may be provided only as permitted by applicable internal policies and authorization, law or regulations. Workforce guidelines for privacy and security cover our employees as well as other individuals whose information is provided to the Company within the context of the working relationship.

ii. Protecting Proprietary and Confidential Information

Proprietary and confidential information relating to the Company's business and operations (listed illustratively below) is the property of the Company. It may include sensitive information and data that is not in the public domain and should not be shared.

a. The Company's business plans
b. The Company's financial performance, if it has not been disclosed
c. The Company's trading activities, holdings of investments
d. Customer data
e. The Company's suppliers and distributor relationships
f. Employee data
g. Information relating to our products, services, and pricing
h. Intellectual property the Company has not disclosed to the public
i. Information relating to technology, systems and processes
j. Information related to Data centres
k. Passwords, computer programs and software being used by the Company
l. Marketing plans, strategies, and costs
m. Potential acquisitions and divestments

You must safeguard and not disclose or misuse personal or confidential information about the Company, its customers, suppliers, distributors or employees to any unauthorized person (including other employees) or external entities, except where permitted or required by applicable law, administration, legislation or regulation. Improper release of or unauthorized access to confidential information damages its customers' trust in the Company and can result in loss of business and even legal action. All employees of the Company are required to sign a declaration of fidelity and secrecy in the prescribed form. While maintaining the above guidelines, Company should practice the following:

- Keeping records that are complete and accurate (retaining them for the required period of time as per policies and disposing the information which is not required to be filed or maintained for records).
- Complying with legal, accounting, tax, IT security and regulatory reporting requirements (including the timely submission of required filings).
- Taking reasonable steps to properly safeguard the Company's information against loss, damage, misuse or unauthorised or unlawful use and acquiring and handling it in accordance with internal policies.
- Protecting company information from illegal copying or other misuse of logo, patents, trademarks and copyrights.
- Maintaining business continuity measures to protect staff, critical businesses and functions in the event of a business disruption.
- Ensuring that access to work areas, infrastructure and computers is properly controlled.

- Not communicate about proprietary or confidential information in public places such as elevators, hallways, restaurants, restrooms and public transportation, or through mobile phones, the Internet or any other electronic media (including blogs and social networking sites).
- Promptly reporting any concerns regarding records that contain questionable or inaccurate information; or any instance where an individual is misusing or not appropriately safeguarding Company's Information.

Once our employment or association with the Company ceases, employee must return all means of access to Company information, copies of such information, any Company property, including but not limited to all ID cards, keys, telephone cards, laptops, cellular phones, fax machines and any other means of accessing such information. Forwarding of such information to personal computer, any e-mail address, or to any third-party service provider, server or website, or engaging in any other unauthorized use, misappropriation or disclosure of such information in anticipation of Employee's resignation or termination of employment can lead to disciplinary issues. Similarly, you may not bring to the Company any trademark or confidential information of any former employer, or use such information to aid the business, without the prior consent of his/her former employer and unless permitted by applicable law or regulation.

13. Commitment to External Stakeholders

i. Maintaining Business Relationships and Fair Competition

The Company's commitment to dealing with external stakeholders such as customers, competitors, suppliers, and any related agency is based on the principles of fair competition, compliance with laws and regulations of the land, and in the spirit of honesty and integrity of Company's corporate values.

While maintaining a competitive outlook in the market, Company will practice the following:

- Following transparency in all of business dealings.
- Conducting business in accordance with applicable laws and regulations.
- Respecting the confidentiality, privacy and intellectual property of external stakeholders.
- Transfer of accurate and complete information from and to customers while complying with internal proprietary policies, data protection laws and any contractual obligations.
- Fair hearing to any concerns from customers while acting promptly on the resolution. If the complaint involves data privacy or an accounting or auditing matter, special measures will be followed.
- In terms of supplier relationship, the Company's protocols on pricing quotation, SLAs, quality of services or goods or any other related matter will be followed in

compliance with internal and external rules or be subject to other internal restrictions or disclosure obligations under securities or other laws.

To maintain the spirit of fair dealings with any external body, Company will refrain from the following:

- Engaging with any third party known to be involved in manipulative or concealing market practices (fixing prices, allocating sales markets, exclusive dealing with vendors) or with activities that threaten public order or safety.
- Payment, acceptance, offer, or authorization of money, gifts, or any other forms of bribe and corruption with the customers.
- Offering of anything of value to external stakeholders that could be construed as requiring or influencing any official decision and would give an impression of either obtaining or retaining business, suggesting that any business or service may be withdrawn or awarded in return for other business or securing an improper advantage vis-a-vis other organizations in the market.

ii. Maintaining Transparency with Regulators

The Company maintains a candid and proactive relationship with its regulators. This includes appropriately communicating significant corporate developments and actions to relevant regulators. Utmost co-operation with the regulators and thorough understanding of the regulators' mission, perspective and processes in alignment to Company's internal policies and procedures is of key importance. The Company's commitment to following applicable laws, rules, and regulations of all localities, states, and countries where Company do business, is not only the right thing to do, it helps maintain and protect Company's reputation. As an employee, you are expected to support this commitment and to serve the Company's best interest by:

- Being responsible for ensuring that conduct in activities are in accordance with the principles mentioned in the regulatory bulletins, circulars, advisories, manuals, checklists, and other guidance inclusive of statutory compliance and risk management guidelines.
- Discourage lobbying activities that attempts to influence or defeat the legislation on behalf of the Company.
- On suspicion of any untoward activities relating to conduct and relationship with regulators, promptly bringing to the notice of the compliance officials.

iii. Co-ordination with Government and Regulators

All employees are expected to be responsive, fair and transparent with officers from regulatory, legislative or administrative bodies. Responses to regulatory information requests should be completed accurately within the agreed time frame as per the internal policy guidelines and external regulations and must be safeguarded for delays, if any, by keeping the internal and external authorities in loop. You are also required to co-operate

and report (and not withhold or misrepresent any information) for any violations of regulations, laws, internal processes, contract requirements, guidelines, etc., in any investigation as an involved party, witness or in terms of role responsibility. It is prohibited to disclose any aspect of investigation to any persons (either within or outside the organization) and maintain confidentiality of the situation. Making false statements, misleading internal or external auditors, investigators, legal counsel, other employees, regulators or other governmental entities can result in severe penalties.

iv. Charitable Contributions, Civic Activities & Sponsorships

Any personal activities related to charitable and/or educational activities should not interfere or in any way conflict with your work or with the Company in any manner. When associated with a charity or civic activities in your personal capacity, it has to be ensured that there is no implied or presumed support of the Company.

v. Participating in Trade associations, Conferences and speaking engagements

Meetings at professional gatherings, trade associations or conferences activities should not interfere or in any way conflict with your job duties or with the Company in any manner and may not be undertaken without the approval of the authorised personnel. There may be instances of contact with competitors for which you must follow the rules related to fair competition referenced in this Code and company policies.

vi. Political Activities & Contributions

No employee shall take an active part in politics, represent in a political party and contest for election anywhere outside the Company and shall not involve other employees, clients, suppliers, vendors or any other party with whom the company does business.

Employees may not contribute or solicit political contributions, the Company's funds or assets, resources to any political candidate, party, or similar organization; unless such contribution is expressly permitted by law/ regulation / directive and has been pre-approved by the appropriate authorized representative of the Company. Under no circumstances will the Company directly or indirectly reimburse any employee for their individual contributions.

Volunteering of personal services during Company's working hours on behalf of a candidate, lobbying or engaging in any outreach to public officials, including attempts to influence legislation, government agencies, etc. is prohibited.

14. Workplace Conduct and Responsible Social Behavior

All employees are expected to adhere to all applicable Laws, rules, principles and norms of society. The company rejects all contacts with individuals or entities involved in activities in violation of the law or accepted standards of responsible social behavior, which adversely affect public order and the wholesome operation of the company.

i. Fair behavior and Employment Practices

All employees are expected to practice Company's Code of Conduct and Ethics guidelines and maintain professionalism, integrity, mutual respect and fairness in daily course of business and relationship with colleagues or any other point of contact (internal or external). The Company aspires to be a meritocratic organization wherein employees continuously and consistently strive to demonstrate excellence and initiative. We, therefore, are committed to providing employees with the best opportunities to realize their potential and an environment where diversity is embraced. At all times, we must treat our teammates with respect, share the responsibility for our successes and accept accountability for our failures. Employees are prohibited from creating situations which are threatening, intimidating, hostile, spreading false rumours or display abusive behavior in the workplace. We should strive to maintain a disciplined, ethical, healthy and productive work environment and resolve any conflicts in an amicable manner. Respectful workplace concerns escalated by employees and/ or customers will be taken seriously and dealt with promptly. You should refrain from favouritism and making business decisions on emotions. All employees should also honestly disclose any information on family or relatives who work at the Company. No employee shall use his position or influence directly or indirectly, to secure employment for his son, daughter or any other member of his family in any private undertaking having official dealings with the company (this will include the Company's contractors, consultants and vendors).

As the Company seeks to maintain an inclusive diversity of its staff across offices and departments and recruit, develop and retain highly qualified, diverse and dedicated individuals for its workforce. The equal employment opportunity principles are based on fair employment regulations and non - discriminatory practices at workplace.

ii. Harassment and Discrimination

Harassment is an undesirable verbal or physical behaviour that interferes with work or creates an intimidating, hostile or offensive work environment. Examples include:

- Public or private tirades or bullying by a supervisor, subordinate, or peer.
- Severe or repeated insults related to personal or professional competence.
- Threatening or insulting oral or written comments.
- Deliberate desecration of religious, racial, ethnic, or national symbols.
- Malicious and knowingly false complaints against others.

We prohibit from any discrimination (race, gender, caste, religion, disability, marital status, pregnancy, culture, ancestry, socioeconomic status etc.) while in employment or advancement. The Company promotes a work environment where employees are valued and not discriminated on the basis of any reason. We prohibit discrimination or harassment of any nature that violates our policies, whether committed by or against a manager, co-worker, client, supplier or visitor.

The Company prohibits uses of its communications, equipment, systems and services, including e-mail services and/or intranet/Internet services, to create a hostile,

discriminatory, or offensive work environment. This includes downloading, transmitting, viewing or exchanging "jokes," pictures, stories, videos or other communications or content which are threatening, harassing, demeaning or offensive to any individual.

iii. Sexual Harassment (POSH)

The Company's POSH policy, as applicable to all employees and is in consonance with the provisions contained under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013".

According to The Supreme Court of India, the definition of sexual harassment is any unwelcome sexually determined behaviour, such as:

- Physical contact and advances
- A demand or request for sexual favours
- Sexually coloured remarks
- Showing pornography and
- Any other unwelcome physical, verbal or non-verbal conduct of a sexual nature

The Company strictly prohibits any kind of sexual harassment and takes allegations of sexual harassment seriously. Employees will be subject to disciplinary measures for sexual harassment up to and including termination. Anyone experiencing such unwelcome behaviour should report the matter to the POSH committee of the Company and it will be handled with the utmost sensitivity.
(Refer to the latest "Prevention of Sexual Harassment at the Workplace" policy as uploaded in HRMS.)

iv. Workplace Health & Safety

The Company strives to provide a safe work environment and comply with guidelines and applicable local laws or regulations that govern workplace health and safety. To ensure healthy, safe and secure working environments, we must practice the following:

- Take all reasonable measures to avoid putting others' lives and health at risk by preventing workplace accidents and injuries.
- Give customers and colleagues adequate health and safety information.
- You should be alert to individuals who are on premises of the Company without proper authorization and report any unusual activities being conducted within the workplace to the Department Head or reporting authority.
- Ensure that visitors on company premises follow the appropriate procedures to prevent unauthorized access to materials, information or persons.
- Should not possess, distribute, sell, transfer or use alcohol, drugs, firearms or other items that could adversely affect health, safety and security in the workplace.
- Take adequate measures to protect the integrity of computer and information systems, including password protection.

v. Communication with Media

Any official communication, verbal or electronic (which includes speeches, interviews etc.) with media and publishing houses, blog posts, websites, agencies, books, articles, podcasts, web casts, videos, can be undertaken only after authorization by the MD & CEO of A.TREDS Ltd or the Corporate Communications Department of the Company. Please be alert in situations where you may be perceived as representing the Company and do not make any statements on behalf of the organization unless you have been authorized to do so. You should also be diligent while using social media like Twitter, Facebook, Youtube, LinkedIn, etc. You should not post a comment, provide any recommendation or endorse customers or vendors (either current or former) on social media unless you are authorized to do so. (Refer to the latest "Communication Policy" policy as uploaded in HRMS.)

vi. Social Media

Social media like blogs, wikis, social networks, team spaces are changing the way we are communicating and engaging with customers, colleagues and the world at large. In view of the growing prominence of social media and increased use of these technology platforms by customers, A.TREDS uses Social Media platforms to engage with customers, exemplify company / brand values, draw awareness to its products and services, gain feedback and position itself as the preferred Invoice Discounting platform.
The company currently has its social properties across 4 mainstream social channels – Facebook, Twitter, YouTube and LinkedIn.

While the Company recognizes the ubiquity and benefits of social media in building stronger and successful business relationships, it is desirable to provide guidance to employees on what is appropriate and acceptable to post about the Company or its products, services, employees and other stakeholders in social networking sites and media. The Company's core values together with the Code of Conduct and Ethics provide the foundation for the guidelines for the use of social media by employees. The principles and guidelines enunciated in the Code of Conduct and Ethics, apply to the employees of the Company and their activities, be it traditional media or online.
The following disclaimer should be pasted on the employee's personal social media profile(s), where matters related to the Company are discussed/likely to be discussed – "Views expressed are the personal views of the user and do not necessarily represent the opinions of A.TREDS Ltd. A.TREDS takes no responsibility whatsoever if anyone acts on the basis of the views expressed."
Employees must only use their personal email ID to create a personal website or post content on Social Media. Employees are advised to refrain from engaging in discussions which may hurt people's religious, racial and political sentiments or posting comment, content or images which are libellous, offensive, harassing, threatening, hateful, intruding privacy, inappropriate and obscene or in violation of the Company's internal guidelines, including POSH guidelines or any applicable law. Employees should not publish, post or engage in discussions in the social media that are considered confidential and not made available in the public domain by the Company. It is imperative that employees use good

judgment and common sense to ensure that their actions reflect the values of the Company and of the Axis group.

Should there arise an occasion where an employee receives a query from online media (bloggers, news agencies, online media through their social media channels) or mainstream media (print, TV, etc.) it should be referred to their Department Head//HR/Management who may take it up with the Company's Corporate Communications Department. Further, if any employee spots any potential feedback/query/customer issue that may warrant an official response or come across any negative remarks related to the Company on the social media landscape, the same should be brought to the immediate notice of their Department Head//HR/Management.

vii. Maintaining Accurate Company Records and Reporting Requirement

Data and information relating to the company that is publicly disclosed or is provided to regulators should be complete and accurate. The company is committed to integrity of financial reporting and complete disclosures as mandated under applicable law and regulation. Falsification of any information or data (i.e. mis-statement, alteration, modification, omission or deleting of information) related to the company is a serious misdemeanor and is prohibited.

viii. Information Security

Information Security is the practice of protecting information and systems from unauthorized access, use, disclosure or modification. Company has developed procedures covering physical access control to ensure privacy of communications, maintenance of the security and safeguard Company's assets from theft, misuse and destruction. Employees are responsible for complying with the security policies of the Company. Employees must be aware of our policies and procedures relating to information management. All information must be treated in accordance with our Information Security and Privacy Policy.

By practicing small and simple steps we can make a big difference in protecting our information assets like

- Always wear your ID card in person within the office premises.
- Always use strong passwords for all your accounts.
- Lock your computer screen whenever you leave the work desk.
- Lock away all documents and files before leaving the office.
- Pick printouts immediately after printing. Do not leave them unattended.
- Shred hard copies with sensitive information before disposal.
- Always ensure that nobody is behind you while logging into official account to avoid shoulder surfing.

If you suspect any security vulnerabilities or incidents with the email system report it to

Invoicemart.securityincident@invoicemart.com
(Please refer to the "Information System Security" policy as uploaded in HRMS)

ix. Protecting Company's Property and Assets

Any property and assets of the Company, whether tangible or intangible in nature, may be used only for approved purposes. The assets of the Company should be used responsibly for professional and legitimate business purposes and not for personal gain. Assets are inclusive (but not limited to) of cash, funds, securities, physical property, professional services, internal plans or business strategies, client and employee information, supplier details, distributor information, equipment like computers, telephones, fax machines, intellectual property (software, office mails, shared disk drives, computer programs, models, copyrights and other items), company logo & brand, office supplies and all other personal, proprietary and confidential information. The Company reserves the right to intercept, monitor and record employee's communication on the Company's systems including mails, computers etc., in accordance with the law of the land.
You should protect the Company's assets and ensure their efficient use. All assets of the Company should be used for legitimate business purposes only and any suspected fraud or theft of the Company's property must be reported for investigation immediately. To protect the Company's software, employee must:

- Avoid using the Company's property, assets or equipment in an improper manner, i.e. for purposes other than the conduct of the Company's business;
- Report any suspected fraud or theft of the Company's property.

x. Managing Personal Finances

As a financial institution, the organization's business depends on public confidence in our ability to help manage the financial affairs of others.
In general, your personal finances are private. However, because they represent the Company, it is important that you manage your personal finances in an appropriate and prudent manner, avoiding instances of excessive indebtedness or company bankruptcy. Any improper handling of your personal finances including return of cheques/ NACH/ ECS, etc. and overdue of loan accounts could underminecould undermine your credibility and the Company's. It could also cause others to question your decision-making on the job.
You must refrain from any personal financial transaction with fellow employees, customers or suppliers, whether borrowing or lending. However in exceptional scenarios the transactions should not exceed Rs.2,000/- in aggregate in one financial year.
Any kind of transactions with customers, channel partners, out sourced employees, vendors or suppliers, including borrowing or lending is strictly prohibited. You must not lend personal funds to cosign, endorse, guarantee, or otherwise assume responsibility for the borrowings of any customer or vendor of the Company unless the customer or vendor is a family member, other relative, or close personal friend and the personal or family relations, and not the company's business, is the basis for the transaction.

The Company prohibits improper transactions by employees, such as, but not limited to, issuance of cheques on their personal accounts without keeping sufficient balance therein. The Company reserves the right to review the accounts of employees for unusual activity, both regularly and during investigations.

Every employee on first appointment and as on 31st March every year, shall submit a return of assets and liabilities giving full details of:

- The immovable property owned or acquired or held by the employee in his/her name or in the name of any member of his/her family or in the name of any other person;
- All financial securities and company deposits including cash balances owned or acquired or held by the employee;
- Debts and other liabilities incurred by the employee directly or indirectly, including loans from any financial institution.

For the purpose of this Rule "Family" means

- Spouse, whether residing with the employee or not, but does not include a legally separated spouse;
- Children or step children or adopted children of the employee whether residing with the employee or not and dependent wholly on such employee but does not include children or step children of whose custody the employee has been deprived of by or under any law; and
- Any other person related to, by blood or marriage to the employee or to the employee's spouse and wholly dependent upon such employee.

The Company may also, at any time, by special order, require an employee to furnish within a period to be specified in the order, a statement of movable or immovable property owned, held or acquired by the employee or on the employee's behalf or by any member of the employee's family as may be specified in the order. Such a statement shall, if so required by the Company include the details of the means by which or the sources from which such property was acquired.

By special order, the organization reserves the right to check/ access the details as required by the organization, for any checks from various bureaus/ Central Fraud Registry/ Borrower Quick Scan (BQS), CIBIL etc. Employee's will have to share company statements of their own and family members accounts maintained in Axis Company or any other companys as and when required by the organization, in case of any investigation.

Any deficiency / negative records in the above checks may attract suitable action.

xi. Infractions of the Code

The Company has a "zero tolerance" policy for any violation of the Code of Conduct and Ethics. This means that when an occurrence of a violation has been verified, appropriate

action commensurate with the nature and pervasiveness of the violation will be taken. Employees who violate the Code may be subject to disciplinary actions, up to and including termination. The following behaviours at work or activities while using Company's systems are examples of actions that are prohibited and can result in disciplinary action. This is only an indicative list and not exhaustive. The Company reserves the right to take Disciplinary Action against any unethical activity that is in violation of the Law or against defined workplace conduct :

- Sending or posting discriminatory, harassing, or threatening messages or images through the Company's internal mails and internet.
- Using the Company's time and resources for personal gain.
- Stealing, using, or disclosing someone else's code or password without authorization.
- Copying, pirating, or downloading software and electronic files without permission.
- Engaging in unauthorized transactions that may incur a cost to the organization.
- Participating or doing any activity that could damage the Company's image or reputation.
- Participating in the viewing or exchange of pornography or obscene materials.
- Attempting to break into the computer system of another organization or person.
- Refusing to cooperate with investigation.
- Sending or posting chain letters, solicitations, or advertisements not related to business purposes or activities.
- Using the Company's internet/ intranet for promoting political causes or activities, religious activities, or any sort of gambling.
- Sending anonymous e-mail messages.
- Engaging in any other illegal activities.
- Working under the influence of alcohol or illegal drugs.
- Fighting or threatening violence in the workplace.
- Spreading rumours and un-authenticated information
- Use of foul language (including verbal) in the workplace.
- Negligence or improper conduct leading to damage of Company or customer-owned property.
- Insubordination or other disrespectful conduct with colleagues, customers etc.
- Violation of safety or health rules.
- Smoking in the workplace at non-designated areas.
- Possession of dangerous or unauthorized materials, such as explosives or firearms, in the workplace.
- Excessive absenteeism, overstaying leave or leaving workplace without permission or any absence without notice.
- Unsatisfactory performance or conduct.
- Refusing reasonable directions including moderate changes in responsibilities that may from time to time be given on account of business necessity and exigencies.
- Participation in any demonstration against the Company or its officials.

- Violation of any of the provisions of the security policy including IT security policy of the Company.
- Failure to perform duties with utmost integrity, honesty and diligence.
- Failure to avoid indebtedness in any manner while in service.
- Submitting and claiming false bills for reimbursement.
- Misuse of Company's vehicle for personal journeys.
- Violation of the Company's Dress Code.
- Drunk driving or driving under the influence.

xii. Demonstration

No employee shall engage himself/herself or participate in any demonstration which is prejudicial to the interests of the sovereignty and integrity of India, the security of the State, friendly relations with foreign States, public order, decency or morality, or which involves contempt of court, defamation or incitement to an offence.

15. Regulatory & Statutory Compliance

Every employee shall in his/her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he/she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code then the standards of the Code shall prevail.

16. Manager and Leader Responsibilities

As a progressive organization, managers and leaders have a special responsibility to demonstrate Company's values through their actions. As Managers and leaders, employees must foster an environment of integrity, honesty and mutual respect. This includes creating a work environment that is free from discrimination, harassment, intimidation or bullying of any kind. You must also ensure that all aspects of the employment relationship are free from bias and that decisions are based upon individual performance and merit. As a Manager or senior leader, employee is therefore additionally accountable for the following:

- To be thoroughly familiar with the requirements of and the procedures established by the Code and to exemplify the highest standards of ethical behaviour.
- To ensure that team members understand that business results are never more important than ethical conduct and compliance with applicable law and the Company's policies.
- To ingrain the principles of the Code and compliance with applicable laws, regulations, and policies into Company's business practices.
- To create a culture in which team members feel comfortable asking questions and raising ethical concerns without fear of retaliation.

Employee Declaration – New Hires/ Existing Employees

I, Mr./ Ms. acknowledge that I have read the organization's Code of Conduct and Ethics and understand my obligations as an employee to comply with the principles and policies outlined therein, including any amendments made by the organization from time to time. I understand that a current copy of the Code of Conduct and Ethics is available on HRMS.

I am aware that the organization has a "zero tolerance" policy for violation of the Code of Conduct and Ethics and if any of my actions do not meet the provisions of the Code, appropriate action commensurate with the nature and pervasiveness of the violation will be taken against me. I also confirm that in addition to the Code of Conduct and Ethics and the below mentioned policies, I have also read and understood all the policies updated on HRMS:

- HR Policy
- Code of Conduct Policy
- POSH Policy
- Whistleblower Policy
- Staff Accountability Framework
- Conflict of Interest policy

I also confirm to submit all the details mentioned in the Mandatory declarations on an annual basis within the prescribed timelines, failing which I understand that, the company has the right to initiate disciplinary action against me.

It is my responsibility to be updated on amendments to/introduction of new policies related to the Code and in the event of any conflict, bring the same to the attention of the organization.

I have already disclosed and confirm to disclose the following details to the organization in terms of their respective declaration schedule or in the event of any change: -

- Relatives in the Axis Group

I also understand my obligations under the company's Code of Conduct and Ethics to declare any conflict of interest, as and when it arises during my employment with the organization, to the Human Resources representative or the Ethics Officer.

Signature: Date:
Name: Emp. No.

(This signed and completed form must be returned within 7 days of receiving this booklet to your Human Resources representative. Failure to do so will not affect the applicability of this Code or any of its provisions to you)

17. Disciplinary Procedures and Penalties

a. Minor misconduct cases (eg. unintentional/minor operational lapses and behavioural matters) will be dealt with under the Staff Accountability Framework (L1 framework) which has come in force with effect from October 2024 onwards pursuant to notification by HR department.

Complaints related to behavioural matters can be reported under the Staff Accountability Framework to:

- Your manager
- Your Skip-level manager
- Human Resources Department/HRBP.
- HR mail id – atreds.hr@invoicemart.com

b. For major transgressions and repeat minor misconducts resulting in violation of the Code or any orders/rules issued by the company, an employee shall be liable for any of the following penalties under the company's Disciplinary Process (L2 framework):

- Counselling
- Caution
- Warning or Censure
- Withholding of increments/revision of pay/Withholding of incentives/Reduction in PL (performance rating)
- Withholding of promotion
- Reduction to lower grade or salary
- Suspension
- Discharge from service
- Dismissal from service and/or
- Recovery from salary or such other amounts as may be due to him of the whole or part of any pecuniary loss caused to the Company by negligence or breach of orders
- Withholding processing of resignation
- Compulsory Retirement

Complaints (other than unintentional/minor operational lapses and behavioural matters) can be reported in atreds.ethics@invoicemart.com.

a) For major misconduct cases, a Show Cause Notice will be issued to the concerned employee for submitting a response within 14 (fourteen) days of receipt, a personal hearing will be conducted if required by such employee. In the event the employee does not submit a reply to the show cause notice or fails to attend the personal hearing within the stipulated period, the Disciplinary Authority will proceed to pass an appropriate order ex- parte, and the same shall be binding on the employee.

b) For any other misconduct cases (i.e. outside the Staff Accountability Framework), the matter may be dealt with under the company's disciplinary process and for such matters an enquiry need not be held and a disciplinary order may be issued against the concerned employee basis the findings in the investigation report.

c) For all cases, where an employee has made a voluntary admission of his misconduct at any time prior to or during investigation of the misconduct, an enquiry need not be held and a disciplinary order may be issued against the concerned employee basis the findings in the investigation report.

d) Notwithstanding anything stated herein, if the investigation report concludes that the employee was involved / indulged in misconduct which is in the nature of: (i) omission/ commission with a mala-fide intent; (ii) serious/major offence including but not limited to misappropriation of funds, physical violence, forgery, bribery, gratification etc.; and /or (iii) causing grave reputational risk/ loss to the organization, and the employee has accepted the same / there is conclusive evidence for the same as stated in the investigation report, a disciplinary order may be issued against the concerned employee basis the findings in the investigation report.

e) An employee may appeal to the Appellate Authority against an order imposed upon him/her any of the penalties specified above, within 21 days from the date of receipt of the order appealed against. The Appellate Authority may pass an order confirming, enhancing, reducing or setting aside the penalty or remitting the case to the Disciplinary Committee with such directions as it deems fit in the circumstances of the case.

f) An Employee may be placed under suspension by the Human Resources representative:-

   i) An employee may be suspended at any time after detection of a transgression and/or receipt of a complaint with approval from MD & CEO, if the investigation department or the said authority is prima-facie of the opinion that the employee has committed an offence which warrants detailed investigation and the employee's continued presence in the Company may hamper the investigation and may be prejudicial to the interest of the Company and other employees of the Company.
   ii) An employee of the company may also be suspended by the concerned authority (including HR) if the employee is arrested and/or if the employee is charged of having committed a serious criminal offence under the Indian Penal Code and/or other appropriate criminal laws of the country.

The suspension order so passed shall continue to be in force till final disciplinary proceedings initiated/to be initiated against the said employee are finally disposed of or otherwise revoked by the authority which issued the order of suspension (or by a higher authority).

Notwithstanding anything to the contrary, if an employee remains under arrest or detention and/or under judicial/police custody for one month or more, the concerned authority (including HR) will have a right to directly discharge/dismiss the concerned employee without any liability to the employee.

The employee so placed under suspension shall be entitled to receive subsistence allowance equal to fifty per cent of the last drawn basic pay and monthly allowances excluding conveyance allowance for the first six months of suspension.

For the period of suspension beyond six months, for the remaining period of suspension, subsistence allowance equal to seventy-five per cent of the basic pay and monthly allowances excluding conveyance allowance, will be paid, provided the delay in the completion of disciplinary proceedings against such employee is not directly attributable to the conduct of such officer.

During the period of suspension, if applicable, an employee may be allowed, at the discretion of the Company, occupation of the Company's owned or leased accommodation but shall not be entitled to free use of the Company's car, if applicable.

During the period of suspension, statutory deductions such as Provident Fund, Income Tax will continue to be made proportionately as per the subsistence allowance (basic + allowances) as per the remuneration structure payable.

No leave or Leave Travel Allowance or leave encashment shall be granted to an officer under suspension, though he may avail of Medical Reimbursement, to the extent admissible.

Where the employee is fully exonerated by the Disciplinary Committee, the period of suspension in such case shall be treated as period spent on duty and the employee will be reimbursed in full his salary and allowances from the date of suspension.
In all other cases and where the employee is not subjected to the penalty of dismissal, the period spent under suspension shall be dealt with in a manner as may be decided by the Disciplinary Authority.

- Notwithstanding anything contained in this Code, an employee shall not be entitled to tender his resignation and/or any resignation tendered by him shall not be effective or operative against the company, unless the company decides to accept the resignation or if the company decides to revoke an earlier acceptance of the resignation, if any investigation or disciplinary action is pending against him or is intended or proposed to be taken against him by the appropriate authority, at the time or after such resignation has been tendered. The exit process of such employees will be blocked, and the concerned employee will not be entitled to avail any loans from the Company and/or receive any ESOPs till the completion of the investigation and disciplinary proceedings.

- In cases the employee has been discharged/ dismissed from the company, the company shall be free to communicate the reasons for the same to the future employers/ any other organization/ government entities / statutory or regulatory authorities/ central fraud registry.

Annual Affirmation:

All employees including the Senior Management of the organization shall affirm compliance with the Code on an annual basis.

The affirmation shall be provided in the following form:

I, (name and designation), of A.Treds Limited have received and read the Company's Code of Conduct and Ethics ("the Code") and do hereby affirm that I have complied with the provisions of the Code during the financial year ended 31st March .

Signature:
Name:
Designation:
Date:
Place:

FAQs

1. **You are thinking of doing a side business to generate additional income. You are considering the possibilities of giving tuition or setting up your own car rental business. Is your action as per the Code of Conduct and Ethics?**

No, this is not as per the Code of Conduct and Ethics.
Please refer to Section V, Code of Conduct and Ethics-Conflict of Interest.
Accepting engagement outside the company that may benefit you in any manner is prohibited.

2. **You have a desktop at work, and you need to finish some work for the weekend. You wish to work from home. You transfer files containing customer data, account numbers, customer IDs, mobile numbers, PAN etc. to your personal email ID planning to call the customers over the weekend. Is your conduct as per the Code of Conduct and Ethics?**

No, this is not as per the Code of Conduct and Ethics. This is considered sensitive /critical data and has to remain confidential. Sharing such data with third parties without a business reason and prior permission will attract strict Disciplinary action. This includes sharing such data with your own personal email ID, even if you do not have any malafide intentions.
Refer Code of Conduct Section VIII. Privacy & Confidentiality Obligations.

3. **Your family member has a financial dispute with Mr. X who is not returning some funds your relative lent to him. Mr. X maintains an account with Axis Company. Your family member asks if you can privately generate the account statement without informing Mr. X so that he can have a look at the actual financial position of Mr. X. Is your conduct as per the Code of Conduct and Ethics?**
No, this is not as per the Code of Conduct and Ethics. This is considered sensitive /critical data and has to remain confidential. Account details, statements cannot be shared without permission of the account holder (unless requested by police, regulator, statutory authorities etc.)
Refer Code of Conduct Section VIII. Privacy & Confidentiality Obligations.

4. **Your colleague or supervisor asks you to share your password while you are leaving for the day, their access is locked, and they wish to continue working. What should you do?**

Please ensure never to share your login credentials and password with anyone, regardless of the pressure. This will attract the highest level of punishment.

5. **You are thinking of contributing to a specific political party and volunteering to campaign for a candidate. Is this allowed?**

No. Please refer to Code of Conduct IX. Commitment to External Stakeholders vi) Political Activities & Contributions.
No employee shall take an active part in politics, represent in a political party and contest for election anywhere outside the company and shall not involve other employees, clients, suppliers, vendors or any other party with whom the company does business. - Employees may not contribute or solicit political contributions, the company's funds or assets, resources to any political candidate, party, or similar organization; unless such contribution is expressly permitted by law/regulation/directive and has been pre-approved by the appropriate authorized representative of the company. Under no circumstances will the company directly or indirectly reimburse any employee for their individual contributions. - Volunteering of personal services during company's working hours on behalf of a candidate, lobbying or engaging in any outreach to public officials, including attempts to influence legislation, government agencies, etc. is prohibited.

6. **You are tired of your manager's behavior and workplace policies and have started posting about this publicly on Facebook and Twitter and taking the name of the Company. Is your conduct acceptable?**
No. Please refer X. Workplace Conduct & Acceptable Social Behavior vi) Social Media. This kind of behavior will be punished with strict disciplinary action if detected. You must take it up with your HR RM for resolution.

7. **You have received a very high value gift from a customer / business partner. What do you do?**
Refer Code of Conduct Section VII. Gifts and Entertainment.
Employees are not permitted to accept or provide business gifts in any form or amount in excess of Rs.10000 or equivalent. If the gift exceeds the limit, it is advisable to return the gift amicably to

the donor (quoting the relevant provision of this policy). If the return of the gift may not be feasible due to situations, it may be reported to the Ethics or HR Department (atreds.hr@invoicemart.com) who may decide appropriately including but not limited to the option of donating it to a designated charity.

8. **A DSA offers to give you commission and other monetary benefits in exchange if you divert leads generated by you or your colleagues to him. Is this Ethical conduct.**

No. Please refer Section VI.Promoting Ethical Practices-viii) Handling Business Opportunities You should not take advantage of opportunities that rightly belong to the company. For instance, you should not:
- Divert business from the company for personal benefit.
- Receive a commission or fee for a transaction you have conducted for the company (other than compensation or incentives, if any, paid by the company).
- You may not refer a customer whose credit application was denied by the company to another financial institution/entity for funding. This kind of activity will attract highest levels of disciplinary action.

9. **You have a family member who is keen to get a contract to provide services to the company and you are one of the deciding authorities. What should you do?**

Please refer Code of Conduct Section V Conflict of Interest. Employing relatives or undertaking business with a relative or any entity where your relative has a financial interest is prohibited. All the employees of the company shall annually declare the names of all relatives working in the company and its subsidiaries. This information shall also be called for from new recruits at the time of joining.

10. **Your colleague is in a dire medical emergency and asks you for a loan. You transfer the required amount to him. Is this in adherence to the Code of Conduct and Ethics**.
Please do not indulge in personal financial transactions with colleagues. If your colleague has a need, he can avail the mediclaim facility provided by the company. In the event that a transaction between colleagues is unavoidable and necessary, the same may be done with a declaration to the Ethics Department or HR Department (atreds.hr@invoicemart.com / atreds.ethics@invoicemart.com). However in exceptional scenarios the transactions should not exceed Rs.2,000/- in aggregate in one financial year.

11. **You have married your colleague's sister. You and your colleague are in the same vertical. Do you need to declare this anywhere?**

Yes, you need to submit this information in the close relative's declaration under Mandatory Declarations.

12.You are onboarding a customer. The customer expresses interest to close formalities and says he will definitely do but does not sign/e-sign any form. In order to expedite the process, you sign the form on the customer's behalf copying his signature. Are you helping the customer?

No this is a significant breach of the Code of conduct and Ethics. Under no circumstances should a customer signature be forged. This will be considered fraudulent behavior and will attract the strictest punishment.

18. Review of the Code of Conduct

The Policy will be effective from the date of the approval of the Board / Committee and would be aligned to the amendments in accordance with regulations, circulars, notifications, etc. as may be issued by regulatory authorities from time to time. In case of any inconsistency of the provisions of this Policy with any amendments, circulars, clarifications issued by relevant authorities, then such amendments, circulars, clarifications shall prevail upon the provisions of this policy.

The Code of Conduct & Ethics to be reviewed annually by ORMC and necessary amendments/modifications may be carried out as deemed necessary and appropriate. This policy shall be reviewed and approved by the Board annually basis subject to any regulatory/statutory amendment requiring an earlier review or in case of any material change in the Policy, before incorporation in the policy.

Reporting and monitoring requirement

A quarterly report on synopsis of the Disciplinary Cases is submitted to the MD&CEO and an annual report on violation of this policy to Audit Committee of the Board for information.

Addendum I

Anti-bribery and Anti-corruption

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I. Introduction

The company has zero tolerance towards all forms of bribery, and we should be especially sensitive to this aspect in our dealings with the various entities that we come in contact with and remain committed to our Core Values (Customer Centricity, Ethics, Transparency, Teamwork, and Ownership) in all situations. In particular, the company prohibits offering, promising, giving, or authorizing others to give anything in excess of a certain value defined in company's Gifting guidelines, either directly or indirectly, to any person or entity. We must not offer, promise or grant anything of value to anyone for the purpose of influencing the recipient under any circumstances. Payments made indirectly through any intermediary or other third party are subject to the same restrictions.

Compliance with the provisions of Anti-bribery and Anti-corruption Addendum is mandatory. If a local law or a business unit in the jurisdiction where the company operates impose stricter requirements than those described in this Addendum, then the more stringent of the two shall need to be adhered to. The geography where company currently has offices /operations is India.

Non-Compliance with the Anti-corruption and Anti bribery laws of the aforesaid jurisdiction is a serious criminal and civil offence and can result in the imposition of heavy fines and/or criminal prosecution and severe reputational damage.

II. Applicability of Anti-bribery and Anti-corruption Addendum

The Anti- bribery and Anti-corruption addendum, is applicable to all employees and officials (including on a permanent, contract basis and interns/trainees), directors, vendors and other stakeholders (e.g suppliers, service providers, etc.) are required to fully comply with the requirements of this Addendum.

III. Responsibility

The Ethics Officer will be responsible for the following:

a. Investigate any incidents / transactions of potential or actual integrity, bribery, corruption, conflict brought to his / her notice in best interests of the company w.r.t

- Donations
- Third party hiring
- Conflict of Interest
- Bribery to Government officials or commercial organization, Private or public sector
- Any other non-compliance to the Addendum

b. To ensure that the regular training sessions and communication of this document has been done throughout the organization

c. Refer proven cases of bribery and corruption to the Management for taking disciplinary action.

a. Employee responsibility:

Compliance with provisions of Anti-bribery and Anti-corruption Addendum is expected from all employees of the Company as under:

Read and understand the Anti-bribery and Anti-corruption Addendum and must ensure compliance with the terms and conditions mentioned in the Anti-bribery and Anti-corruption Addendum.

Participate in and complete the anti-bribery and anti-corruption training that shall be provided by the company from time to time.

Should not offer or give to any person or accept from any person any bribes, kickbacks, or any other improper benefits. The company prohibits bribery in any form to or from any person.

Must be particularly careful about any interactions with Government officials as provision of any business gift or hospitality to a government officials is subject to more stringent guidelines.

Must not make any facilitation payments or political contributions.

Be mindful of red flags before on-boarding and while dealing with third party vendors. If any employee suspects that any of vendor may be giving or receiving improper payments on behalf of the company or otherwise, they are required to report this to the Ethics Department (atreds.ethics@invoicemart.com)

Travel and entertainment expenses should be incurred only for business transactions/official purposes and are to be claimed on the basis of supporting documentation.

Report any conflict of interest with any present or prospective employees, third parties, suppliers and customers.

Must cooperate with any internal audits/investigations conducted by the company and provide information in a timely manner.

Report any violation of Company's Anti bribery and Anti-corruption Addendum or instances of bribery /corruption noticed to their Supervisor/reporting manager/Ethics Officer (atreds.hr@invoicemart.com) /Head HR immediately.

Third party vendors should only be engaged after carrying out adequate due diligence.

Employees shall ensure that no rejected and/or blacklisted vendor is onboarded with the company.

Employee must ensure that work begins only after the contract with the vendor/third party has been executed. In the event of an exception, it is necessary to obtain approval in line with the Vendor Management and Outsourcing Policy of the company.

d. Third Parties – Vendors and Suppliers responsibility:

The company prohibits bribery in any form to or from any person. Accordingly, all third-party vendors engaged by the company are required to:

Ensure that they comply with Anti-bribery and Anti-corruption regulations and must at all times comply with the declaration on "Code of Conduct for suppliers" .

Disclose true and fair information to company at all times, including for due diligence conducted at time of on-boarding.

Not offer or give to any person or accept from any person any bribes, kickbacks, or any other improper benefits.

Must be particularly careful about any interactions with government officials and not offer any bribes, kickbacks, or any other improper benefits, including by way of business gift or hospitality to any government or political officials.

Must not make any facilitation payments or political contributions on company's behalf.

Report any conflict of interest with any employee of the company.

Must provide declaration to the Code of Conduct and Ethics at the time of onboarding and comply with that at all times during their period of engagement with the Company. .

Must cooperate with any internal audits/investigations conducted by the company and provide correct and accurate information in a timely manner.

Participate in the anti-bribery and anti-corruption which may be provided by the company from time to time.

IV. Actions / Behavior that may be construed as 'Bribery'

While deciding whether an action and behaviour can be interpreted or perceived as anti-lawful and / or corrupt, the following should be kept in mind:

Intent of the transaction

Whether or not there is a 'quid pro quo' involved

Whether or not adequate approvals and documentation exist for the transaction

Whether it would create an actual or perceived 'conflict of interest'.

Bribery risks are not limited to cash payments and may arise from an offer or transfer of anything of Value. Some typical areas that are most susceptible to bribery and corrupt practices are as mentioned below:

a. Conflict of Interest

All employees, third parties and suppliers must be selected on the basis of merit and requirements of the company and must not obtain any unfair advantages based on any relationship with an existing or prospective client or government/public officials or employee.

Further, hiring of relatives in the company will be discouraged. As there is a potential conflict of interest and governance issue around pre-existing relationships, the company will ensure that these employees are not posted in a direct or indirect supervisory chain of command, in which one has influence over the other's status.

The company may not attempt to obtain or retain business or to secure an improper advantage of any kind by offering or providing any employment (including temporary employment or secondment or an internship) to any candidate:

Who is an existing or prospective client;

Who is a Government/Public officials;

Who is related to or closely affiliated with an existing or prospective client or Government/Public officials; or

Who has been referred to company directly or indirectly by an existing or prospective client or Government/Public officials

No employee shall use his/her position or influence directly or indirectly, to secure employment for his/her son, daughter or any other member of family in any private undertaking having official dealings with the company (this will include the company's borrowers, contractors, consultants and vendors). All such matters must be referred to Ethics Department (atreds.ethics@invoicemart.com) for approval.

b. Facilitation Payments

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine action (e.g., the issuance of licenses, registering property under rental agreement etc.) by an official, also known as "speed payments / speed money"). The company prohibits making or accepting, facilitation payments of any kind.

c. Travel and Entertainment expenses

Travel and entertainment expenses such as tickets, hotel, food, incidentals etc. may be incurred by the employees for bonafide official / business development purposes. All such

expenses must be supported by original receipts / invoice and details of the guests, if applicable.

d. Business Gifts:

Please refer to the "Business Gift clause 11" as mentioned in this policy.

e. Charitable Donations/Sponsorships/ Membership

Charitable donations include donations of money or in-kind donations of goods or services by the company, such as to schools or community organisations. At a minimum, all charitable contributions must be:

Made to a legitimate, bonafide organisation for causes such as Education, Health & Sanitation, Environment etc.;

Reasonable in nature and amount;

Permitted under all applicable laws and regulations;

Properly documented;

Pre-approved by Ethics officer in consultation with MD & CEO (atreds.ethics@invoicemart.com);

Note: Any sponsorship intended to improperly influence decisions or gain an unfair advantage is prohibited.

Personal donations made by the employees of company are allowed provided those donations should not interfere or in any way conflict with the official work of the employee or with the company in any manner.

f. Political Contributions

Employees are not permitted to take an active part in politics anywhere even outside the organization and shall not involve other employees, clients, suppliers, vendors, or any other party with whom the company does business.

Employees are not permitted to make any political contributions on behalf of the company to any political party official or political party unless such contribution is expressly permitted by law/ regulation / directive and has been pre-approved by the appropriate authority in the company.

g. Miscellaneous expenses

Company money should not be used for making payments of fines, penalties, government approvals, government challans, direct payment to government officials or any other expense of similar nature. All such payments, if required in the ordinary course of business, shall be done post obtaining necessary internal approvals from MD & CEO and the Ethics Officer.

V. Training, Certification and Communication

Compliance Certification/Assessment and Training

The company requires all employees to complete anti-corruption compliance training when they join the company, and all employees as identified by the company are required to further undergo a training once a year.

VI. Record Keeping and Internal Controls

All employees must retain accurate and complete information relating to gifts, hospitality, travel and entertainment claims etc., together with approvals as per company's processes, and provide accurate and complete details if required during any investigation or inquiry being conducted by the company.

All books and records along with the supporting documentation w.r.t. the transactions covered under the addendum must be maintained as per company's Policy on Record Management.

VII. Reporting violations and Monitoring

a. Reporting:

It is the duty of all those covered under Anti-bribery and Anti-corruption Addendum to comply with this Addendum and report any concern or information that they may have in relation to the violation of this provision of this document in respect of anti-bribery. The report may be submitted to the Ethics Officer (atreds.ethics@invoicemart.com).

Alternatively, concerns on the violations of the company policies may be reported through the Whistle Blower mechanism. Person reporting may choose to remain anonymous; however, identifying yourself is encouraged to facilitate communications. The company ensures protection for the Whistleblowers and will not tolerate any form of reprisal or retaliation under this Policy.

The company takes all potential violations of this Addendum and applicable anti-corruption laws seriously. Strict disciplinary action will be taken for any violation of the Anti-Bribery and Anti-Corruption Addendum.

b. Breach of Anti-bribery and Anti-corruption Addendum

Failure to comply with this Addendum or any misrepresentation, violation may be grounds for disciplinary action to be initiated by the Company's, as considered appropriate, including termination of employees as per Company's Code of Conduct & Ethics. In respect of vendors, in addition to termination of services, penalties may be applied. Non-awareness of this Addendum shall not be an excuse for misrepresentation.

Bribery is a criminal offence. The defaulting Designated Person will be accountable whether she/he pays a bribe herself/himself or authorizes, assists, or conspires with someone else to violate this Addendum or an Anti-corruption/Anti-bribery Law. Such cases will be referred

by the Company to the Law Enforcement Agencies and no support will be rendered by the Company to the concerned employee or vendor.

In case of violations related to Anti Bribery and Anti-Corruption, the matter will be investigated and for proven cases, disciplinary action will be taken in accordance with the Code of Conduct and Ethics Policy of the Company.

c. Monitoring

The Head – Assurance will be responsible for review of compliance of this Addendum on an annual basis.

VIII. Annexures

Annexure A: Examples of bribery

1) Offering a bribe

Amar, an employee of A.Treds, offers a potential client, tickets to a major sporting event, only if they agree to do business with the company. This would be an offence as Amar is making an offer to gain a commercial advantage.

2) Receiving a bribe

Harshal works in the Supply Chain Management Department in XYZ Automobiles. Beta, a regular supplier offers a job for Harshal's brother in return for continued business. This would be an offence as Harshal's receives a bribe in kind for providing continued business to Beta.

3) Bribing a government official

Customs officials asks Mr. X for payment to speed up the process of clearing proposals. This transaction is in the nature of facilitation payments, which are not permitted.

Annexure B: Examples of Gift

Reema, Sales Manager, invites an important existing client for dinner at a 5-star hotel as part of an exercise to build good relations and enhance the client's knowledge of our products and services within approved limits. This hospitality seems to be reasonable and justifiable as the intention is to improve company's image and present the products and services of the company.

Kartik invites a potential client to watch an IPL match a week before the deadline for RFP opening for a large deal, for which Kartik is bidding. Due to the timing of this hospitality, it would constitute as bribery, as it would be made with the intention of influencing the potential client to obtain business.

An existing supplier offers a five-star holiday package to Dubai, to an employee and his family as a token of his appreciation for a contract awarded to the supplier. Such gift has

been made as a quid pro quo to the contract and seems to be excessive; the same should be declined by the employee and reported to the Ethics Department (atreds.ethics@invoicemart.com)

A potential sub-contractor gives Mahesh an expensive bottle of wine a week before Mahesh has to select the contractor for the goods. The gift appears to have been made with the clear intention of influencing Mahesh for obtaining the contract. Mahesh should return the gift and report to the Ethics Department (atreds.ethics@invoicemart.com)

Annexure C: Examples of "red flags" to look out for in third-party relationships

Any "red flag" or potential "red flag" should be brought to the immediate attention of the Ethics Officer (atreds.ethics@invoicemart.com). Examples of potential red flags for third parties include:

Working or on-boarding a third party recommended by a government official.

The Third party working on behalf of the company is associated with relatives or close associates of a government officials, or it refuses to disclose its ownership structure.

The Third party lacks relevant experience or relies primarily on political contacts.

The Third party has requested for fees that is significantly above the market rate for comparable work.

The Third Party insists on receiving a commission or fee payment before signing the contract.

6) The Third party requests for payment to be made to another person not involved in the work, to an offshore company account, or through another unusual arrangement or in cash or requests for no records of the payment to be made.

The Third party refuses to agree to anti-corruption contractual provisions.

There are news reports, past convictions, or allegations or rumours relating to payment of bribes being made by the third party.

The Third party demands lavish hospitality or gifts before commencing or continuing contractual negotiations or provision of services

The Third party requests for employment to be provided to a friend or relative.

The Third party insists on the use of side letters (i.e. agreed terms in a letter or other document outside the written contract between the parties) or refuses to put the agreed terms in a written contract.

The Third party requests/ requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to company.

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