A.Treds Ltd.

CONFLICT OF INTEREST MANAGEMENT POLICY

1. Objective

A.Treds Ltd. provides customers with financial services relating to bill discounting through it's platform called " Invoicemart" and hence faces potential and actual conflicts of Interest. A Conflict of Interest is a situation where one or more persons or entities have competing interests, and the serving of interest may be detrimental to another. The objective of this Policy is to help employees and Directors to act in accordance with high professional and ethical standards. The Policy lists out non-exhaustive possible scenarios and minimum standards to be adhered to.

An employee who violates the internal policies and guidelines shall be subjected to disciplinary action as per Code of Conduct policy of the Company including dismissal.

2. Important Definition:

Term	Definition
Axis Entities	Axis Entities for the purpose of this policy means Axis Bank and its subsidiaries.
Bank	Axis Bank
Board	The Board of Directors of the Company
Code of Conduct and Ethics Policy	The Code of Conduct and Ethics Policy of the Company as may be amended from time to time.
Committee(s)	Any Committee(s) constituted by the Company
Director	A member of the Board
Employees	The personnel employed by the Company on a full time, part-time or contractual basis in India or overseas.
Lineal	Lineal means an unbroken line of descent from parent to child, vertically extended to at least three generations.
Relative/Relative Entity	As defined in the Companies Act, 2013 and Employment of Relative Policy

A.Treds Ltd.

3. Applicability

This Policy is applicable to all the departments/offices and employees of the Company. b) The Code of Conduct and Conflict of Interest Norms in respect of Board of Directors of the company adopted by Company Secretarial Department will be applicable to all the Directors of A.Treds Ltd.

4. Communication of the policy

The Policy shall be displayed on the Invoicemart website. Further, this Policy is also available in HRMS in oracle fusion.

5. Scope

To take all necessary steps to identify, prevent or manage any conflict of interest and applies to all the employees and Directors of A.Treds Ltd

6. Purpose

The purpose of this Policy will be to:

1) Identify circumstances which may give rise to conflicts of interest which involve a risk of damage to customers, stakeholder's or Company's interests.
2) Describe the arrangements which A.Treds Ltd has put in place to forestall or manage such conflicts of interests.

7. Definition

A "Conflict of Interest" occurs when personal interest of any employee of A.Treds Ltd ("Company") interferes or appears to interfere in any way with the interests of the Company. Conflict of Interest includes, but is not limited to, a director or an employee who is a party to, or who is a director or an employee of, or who has a material interest in, any person who is a party to a contract or transaction or proposed contract or proposed transaction with the Company. It also means any situation that could reasonably be expected to impair their ability to render unbiased and objective advice/decision/recommendation or that could reasonably be expected to adversely affect that person's duty to the Company . Conflict of Interest may arise where an employee places his or her personal interests before the interests of the Company and where such personal interests unduly influence that employee's business judgements, decisions, or actions. Failure to manage such situations may have serious ethical risks as well as legal and regulatory consequences.

The appearance of a conflict of interest may be just as damaging to Company's reputation as a real conflict and may be even more difficult for the individuals involved to discern.

Examples of situations that could involve conflicts of interest include:

1. Selling a product that is profitable for the Company but not appropriate for the customer.
2. Ownership, by employees or their family members, of a significant interest in any outside enterprise, which does or seeks to do business with or is a competitor.
3. Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving the Company or its interests.
4. Working in any capacity, for a competitor, customer, supplier or other third party while employed by the Company.
5. Competing the Company for the purchase or sale of property, products, services, or other interests.
6. Having an interest in a transaction involving the Company, a competitor, customer, or supplier (other than as an employee, officer or director of the Company and not including routine investments in publicly traded companies).
7. Receiving a loan or guarantee of an obligation as a result of your position with the Company.
8. Receiving a preferential rate of interest/ discounts/ waivers from any customers/suppliers/vendors as a result of your position with the Company.
9. Directing business to a supplier owned or managed by, or which employs, a relative or friend.

Conflicts of interest arising out of personal Investments:

While undertaking personal investments, it should be borne in mind that such investments should not:

1. Affect or appear to affect your ability to make unbiased business decisions for the Company.
2. Be contrary to Company's interests (e.g., using proprietary knowledge obtained through the course of employment to make investments that are not in the best interest of the Company).
3. Be in the businesses of Company's customers, suppliers, or competitors that could cause divided loyalty, or even the appearance of divided loyalty.

Conflicts of interest through outside business activities:

Due to potential conflicts with the Company, you must obtain approval from competent authorities/Dept. of the Company before you accept a position as a director of an unaffiliated for-profit company or organization or when you work with a professional organisation/ association outside A.Treds Ltd.

Working with professional organisations/ associations does not typically create a conflict of interest where:

1. The work is related to the legitimate professional interest and development of the employee and does not interfere with the employee's regular duties.
2. Does not use official resources inappropriately (either physical resources or time).
3. Does not compete with the work of A.Treds Ltd and is not otherwise contrary to the best interests of A.Treds Ltd.
4. Does not violate national, international, or local law.

It may however be mentioned that, while undertaking outside activities, you should not use A.Treds Ltd name, facilities, or relationships for personal benefit. Further any employee accepting an appointment, as director of an unaffiliated for-profit company/ organisation must ensure proper treatment of confidential information received from such entity in connection with being a director.

Every employee of A.Treds Ltd has a responsibility to the Company, its stakeholders and to each other. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur. They are expected to perform their duties in a way that they do not conflict with the Company's interest, such as –

a) **Employment/Outside Employment** - The employees of the Company are expected to devote their total attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise is in conflict with or prejudicial to the Company.

b) **Business Interests** - If any employee considers investing in securities issued by the Company's customer, supplier, or competitor, they should ensure that these investments do not compromise their responsibilities to the Company. Many factors including the size and nature of the investment, their ability to influence the Company's decisions, their access to confidential information of the Company's, or of the other entity, and the nature of the relationship between

the Company and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the Company any interest that they have which may conflict with the business of the Company.

c) **Relatives of Employees** – All the employees of the Company shall annually declare the names of all relatives working in the Bank and its subsidiaries to the HR Department of the Company and provide a list of his/her relatives and to the extent the employee is aware of the interests of such relatives in other bodies corporate, firms, HUFs and other entities. In addition, Senior Management (Department Heads or 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. This information shall also be called for from all new recruits at the time of joining.

d) As a general rule, employees of the Company should avoid conducting Company's business with a relative or any other person or any firm, company, association, HUF in which the relative or other person is associated in any significant role (Relative/Relative Entity) Relatives shall include (as defined in the Companies Act, 2013):

1. Spouse of the employee (current or former)
2. Brother or sister of the employee (including step and adopted relations)
3. Brother or sister of the spouse of the employee (including step and adopted relations)
4. Any lineal * ascendant or descendant of the employee, i.e., children (including stepchild and adopted child) and grandparents.
5. Any lineal* ascendant or descendant of spouse of the employee, (including stepchild and adopted child)
6. Spouse of the person referred to in clauses 2 to 5 above.
7. Member of HUF, if any, (not covered in above list)

Lineal means an unbroken line of descent from parent to child, vertically extended to at least three generations

e) With respect to any sanction or proposals being approved by the Board or a Committee of the Company, any employee who is directly or indirectly concerned or interested in any such sanction

or proposal would disclose the nature of his interest to the relevant Board/Committee where any such sanction or proposal is being discussed. This disclosure can be provided before or during the meeting. Any employee making the disclosure shall recuse himself/herself from attending the meeting for such sanction or proposal unless his/her presence is required by the other directors/members for the purpose of eliciting information and such employee so required to be present would abstain from voting on any such proposal. The decision on presence or recusal of interested persons will rest with the chairman/approving authority of the committee/meeting.

f) In all other scenarios if any employee proposes to enter into a transaction involving Company's business with a Relative / Relative Entity of an employee, where such transaction is unavoidable, then the employee must obtain an approval from the MD & CEO of the Company. Any dealings with a Relative / Relative Entity must be conducted in such a way that no preferential treatment is given to that party.

g) In case of any other transaction or situation giving rise to conflicts of interests, the appropriate authority should after due deliberations decide on its impact.

8. General Guidelines

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 our 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 the employee/ Director in any manner.

b) Engaging in personal investment decisions by conducting trading in personal accounts based on information accessed as a result of employment with the Company

c) Taking a business decision (including lending decisions, guarantees) that may result in personal gain, or benefit to a relative or acquaintance.

d) Using employee's/Director's 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 to other entities.

g) Accepting money, favours, gifts, meals, entertainment, or other benefits (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 the employee has worked in earlier organization(s) and also being part of the decision / selection process.

l) Employing relatives or undertaking business with a relative or any entity where the employee's/ Director's relative has a financial interest.

m) Having a relative functionally reporting to the employee / Director or where the employee / Director is in a position to influence his/her pay, promotion, transfers etc.

9. Conflicts of interest through Pro Bono or other outside Business activities:

1. Due to potential conflicts with the Axis Bank Group, the employee/ Director must obtain approval from MD & CEO of the Company before accepting a position as a director of an unaffiliated for-profit company or organization or when the employee / Director work with a professional organisation / association outside the company.
2. Working with professional organisations / associations does not typically create a conflict of interest where:

a. The work is related to the legitimate professional interest and development of the employee / Director and does not interfere with the employee's / Director's regular duties.

b. Does not use official resources inappropriately (either physical resources or time)

c. Does not compete with the work of Axis Bank Group and is not otherwise contrary to the best interests of the Company.

d. Does not violate national, international, or local law.

e. It may however be mentioned that, while undertaking outside activities, Axis Bank Group name, facilities, or relationships should not be used for personal benefit. Further any employee accepting an appointment, as director of an unaffiliated for-profit company / organisation must ensure proper treatment of confidential information received from such entity in connection with being a Director.

10. References to Regulations

The RBI's discussion paper on 'Corporate Governance in Commercial Banks in India,' issued on June 11, 2020, addresses managing conflicts of interest in scenarios involving a bank and a larger group of entities (e.g. Bank and its subsidiaries).

11. Roles and responsibilities of the Employees

1) To adhere to the laid down Code of Conduct and Ethics and to prevent and manage various conflict of interests which may arise in the course of business.

2) Exercise highest integrity and independence while discharging their duties.

3) If an employee believes that he has a conflict of interest, or may be perceived to have such a conflict, he must disclose this to the Head HR or MD & CEO. Email ID of Department is atreds.hr@invoicemart.com.

4) As part of Mandatory Declarations on, an employee must annually disclose a statement that there are no material interest or any other conflicting interests, in any person / entity who is a party to a material contract or proposed contract with the A.Treds. In case of any doubt in regard to the extent of disclosure applicable, kindly contact the HR Department.

5) **Do's and Don'ts**

Do's

a) Act in the best interests of Axis Bank Group and its customers and handle activities, interests, or relationships in a sensible manner
b) Handle conflicts of interest as per applicable Conflicts of Interest Framework
c) Submit an annual statement of Conflicts of Interest.
d) If any employee Director is aware of any circumstance which may give rise to a conflict of any kind, or if the employee / Director becomes aware of information which places them in difficulty in carrying out their function (for example, if the employee obtains confidential information about a company), the employee must handle the same as per the conflict of interest framework applicable to Company.
e) The employee / Director would be expected to be sensitive to any activities, interests or relationships that might interfere with or even appear to interfere with his/ her ability to act in the best interests of A Treds Ltd. and its customers.
f) No employee shall in any way put themselves in a situation of 'conflict of interest' by recommending or empanelling or causing or leading the Company to associate, with any person or entity, directly or indirectly belonging to or run by, any employee or ex-employee or his/her Relatives, without prior approval.
g) Protect the interest of the Company, its assets and brand, and discharge duties with utmost integrity, honesty, devotion, and diligence, and do nothing which is unbecoming of an officer of the Company.
h) Maintain good conduct and discipline and show courtesy and attention to all persons in all transactions and negotiations.
i) Perform all official duties and exercise the powers conferred, within the corporate objectives of the Company.
j) Ensure integrity and devotion of all persons reporting under your authority and control.

Don'ts

a) Undertake personal investments or outside activities or involve in any financial transaction with colleagues, customers or suppliers that would create conflicts of interest.
b) While dealing with customers and vendors, the employees are prohibited to demand, seek, or accept any benefit, financial or otherwise, in lieu of any service being provided, or proposed to be provided to any existing or prospective customer and vendors.

c) While undertaking personal investments, it should be borne in mind that such investments should not:

- Affect or appear to affect the ability to make unbiased business decisions for A.Treds Ltd.
- Be contrary to A Treds Ltd's interest (e.g., using proprietary knowledge obtained through the course of employment to make investments that are not in the best interest of A Treds Ltd.)
- Be in the business of A Treds's customers, suppliers or competitors that could cause divided loyalty or even the appearance of divided loyalty.

12. Obligation to escalate the Conflict of Interest

All employees / Directors are subject to an obligation to escalate both actual and potential conflict of interest to the HR or CS Department as soon as they are aware of the same. HR or CS Department is empowered to decide on the escalated matters. However, they shall keep the Top Management abreast of the developments**.**

13. Effective Date

This Policy is effective immediate and supersedes all prior guidelines on the subject matter.

14. Exception

Any Exception to these Policy guidelines requires the approval of approval of MD & CEO of the Company.

15. Confidentiality Note

This document is not for general distribution and is meant for use only by the person / persons they as specifically issued to. This document shall not be loaned or given to anyone outside A Treds Ltd., and its subsidiary companies. Copying or unauthorised distribution of this document, in any form or means including electronic, mechanical, photocopying or otherwise is illegal.

15. Revision History

This Policy document will be reviewed by the Policy Owner on an annual basis from the last review date.

Document Control Sheet

Document Version	Description	Revision Date
1.0	Conflict of Interest 1.0	21.10.2024
2.0	Addition of below #2 Important Definition #3 Applicability #4 Communication of the policy	29.08.2025

	#10 References to regulations	
3.0	No changes	17.08.2026

Description	Name	Designation	Date
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