



Kintech Synergy Private Limited

CODE OF CONDUCT & ETHICS POLICY

KSPL / COC&EP / 02

CODE OF CONDUCT & ETHICS POLICY



The Company expects associates to adhere to the rules of conduct & behavior while conducting Company's business. The Company's Policy on the same is as follows:

Carry out ones roles and responsibilities effectively and efficiently to maximize business for the Company.

- Follow all policies, procedures and internal control systems of the Company.
- Obey the laws of the country while carrying out ones work
- Behave with integrity and honesty.
- Accept accountability
- Communicate openly.
- Treat people fairly and with dignity and respect.
- Handle all customer contacts with the highest standard of professionalism and courtesy
- Report to work/external meetings/training as scheduled
- Effectively utilize ones time at work and avoid spending it on personal activities and phone calls
- Keep superiors informed when leave of absence is required
- Report to work in appropriate attire. (In line with the Company's dress code)

The Company will not accept and will not tolerate the following behavior from an associate:

- Being intoxicated on Company's premises or while conducting Company's business
- Consuming alcoholic beverages on the premises of the Company
- Entering into fights on the premises of the Company
- Using rude, abusive or obscene language with a customer, business partner or a colleague
- Disconnecting a customer's or a colleague's call without providing appropriate services
- Refusing to serve a customer or carryout reasonable orders (relating to work) of a superior

➤ **A code of ethics and professional conduct outlines the ethical principles that govern decisions and behavior at a company or organization:**

Professional Conduct:

A code of ethics and professional conduct consists of four key sections detailed below. You can cover all of them in a short summary Code of Ethics and Professional Conduct as we have above, or expand on them in detail so employees are clear on how to handle many common situations. Employees should act with integrity, comply with laws, maintain a professional work environment and comply with company policies. They should treat customers, colleagues, and partners ethically at all times. Work Environment Code of Conduct Topics:

- Equal opportunity.
- Discrimination and harassment.
- Violence policy.
- Safety policy.
- Substance abuse.
- Gambling policy.
- Privacy policy.
- Misconduct explanation and policy.

Conflicts of interest

A company's reputation depends on the actions and integrity of its employees. It is essential that they avoid relationships and activities that hurt, or appears to hurt, their ability to make objective and fair decisions.

➤ **Conflict of Interest Code of Conduct Topics:**

- Corporate asset contributions.
- Running for public office.
- Insider trading and financial interests.
- Investments in company's employees do business with.
- Employee political interests.
- Significant financial interests in other companies.
- Securities transactions.
- Taking out loans.
- Protecting company assets

Employees should always act to protect company assets, including physical, intellectual, and electronic or digital properties.

Company Assets Code of Conduct Topics:

- Preparing, maintaining, and disclosing accurate records
- Information security
- Protecting communication and information technology systems
- Protecting external communications
- Use of company property
- Use of property owned by others
- Facility security
- Protecting intellectual property

ANTI-CORRUPTION AND BRIBERY POLICY FOR EMPLOYEES

The Anti-Corruption and Bribery Policy of Kintech Synergy Private Limited (KSPL) has been developed in accordance with Code of Conduct, charters, policies, rules and regulations adopted by KSPL and in conformance with the legal and statutory framework of Anti-Corruption Legislation prevalent in India. The Policy reflects the commitment of KSPL and its management for high ethical standards doing open and fair business for improving the corporate culture, following the best practices of corporate governance and supporting the business reputation at the appropriate level.

PURPOSE AND OBJECTIVE

The aims and objectives of the Policy are:

- To initiate the steps to reduce the bribery and corruption risks to the business of the Company by setting out clear guidelines.
- To encourage employees and Directors to be vigilant and to act diligently in good faith.
- Monitoring and investigating instances of alleged corruption
- Taking firm and vigorous action against any individual(s) involved in corruption.
- To minimize the risk of involvement of all employees and Directors in corruption related activities.
- To set responsibility for the employees of KSPL to know and comply with the principles and requirements of the Policy, the key rules of the applicable anti-corruption laws, as well as adequate procedures to prevent corruption.

SCOPE:

The Policy would be applicable to all employees (including off roll employees) and Directors of KSPL, Partners and Representatives or any other persons/individuals, who may be acting on behalf of KSPL and Other than associates, it will be also be applicable to suppliers, distributors, business contacts, agents, advisors, business associates current and potential clients, customers and others acting on the Company's behalf. While dealing with government and public bodies, including their advisors, representatives and officials, politicians and political parties.

KEY PRINCIPLES:

The Members of the Board of Directors, the Board members and Senior Managerial Personnel of KSPL should form the ethical standard of uncompromising attitude to all forms and demonstration of corruption at all levels setting the example by their own behavior. KSPL openly expresses its opposition to corruption; welcomes and encourages compliance with the principles and requirements of the Policy by all contractors, employees, associated parties/companies, its managerial bodies and other persons.

In view of the above, all employees of KSPL are strictly prohibited, whether directly or indirectly, personally or through the mediation of third parties, to be involved in corrupt activities, offer, give, promise, request and receive payments or make payments to simplify administrative, bureaucratic and other formalities in any form including cash, valuables, services or other benefits to any person or from any persons or organizations, including governments and local authorities, government officials, private companies and its representatives

RESTRICTED PRACTICES:

Illustrative List of acts /practices which are restricted / prohibited under the policy framework is given below:

- Dishonest misappropriation of property/money.
- Criminal breach of trust.
- Cheating.
- Receiving or giving bribe.

Acceptance /giving of Gifts over and above the extent and the manner as allowed hereunder:-

Gifts and representative expenses including the hospitality business expenses which the employee may provide on behalf of the Company to the individuals or organizations, or which the employees may receive in connection with their work in the Company from other persons and organizations, must meet a set of five criteria mentioned below:

- To be directly related to the legitimate activity of the Company, for example, an endowment on completion of business project(s), or either with common holidays such as the Diwali, New Year, anniversaries, birthdays;
- To be reasonable, proportionate and not be a luxury
- To be not a hidden fee for the service, act, omission, conniving, protection, provision of rights, making of certain decision on transaction, agreement, license, permit, etc. or attempt to influence the recipient to indulge in any illegal or unethical activity
- Not to create a reputational risk for the Company, employees, and other persons, in case of disclosure of information on gifts or representative expenses
- Not to be in conflict with the principles and requirements of the Policy, the Code of Ethics, other internal documents of the Company and the rules of applicable law
- To use partners, agents, joint ventures, intermediaries, or other persons for any actions that are contrary to the principles and requirements of the Policy or the rules of the applicable anti-corruption laws

IMPLEMENTATION AND COMPLIANCE:

The policy would be implemented by order of the MD/CEO of KSPL. It is sole responsibility of the employees (including all persons/officials covered under the Policy) to abide by the Policy and to restrict their actions/conduct within the set framework of the Policy.

➤ Attendance and punctuality

Employees are expected to be regular and punctual in attendance. This means being in the office, ready to work, at starting time each day. Absenteeism and tardiness burden other employees and the company.

➤ Absence without notice

Employees who are unable to work due to illness or an accident should notify their supervisor. This allows the company to arrange for coverage of their duties and helps others continue to work in their absence. If an employee does a report for work and the company is not notified of an employee's status for 3 days, it is typically considered job abandonment.

➤ General harassment and sexual harassment

This company is committed to providing a work environment free of discrimination and unlawful harassment. Actions, words, jokes, or comments based on an individual's sex, race, ethnicity,

age, religion, or any other legally protected characteristic are not tolerated.

➤ Cell phone use at work

Personal cell phone usage during work hours is discouraged, except in extreme cases such as an emergency.

➤ Dress Code

A professional appearance is important when employees work with customers or potential customers. Employees should be well groomed and dressed appropriately for the business and for their position.

➤ Substance Abuse

The manufacture, distribution, possession, sale, or purchase of controlled substances of abuse on company property is prohibited. Being under the influence of illegal drugs, alcohol, or substances of abuse on company property is prohibited. Working while under the influence of prescription drugs that impair performance is prohibited.

➤ Tobacco Products

The use of tobacco products on company property, outside of permitted areas, is specifically prohibited.

➤ Internet use at work

Employees may use the Internet when appropriate to access information needed to conduct a business company business. Use of the Internet must not disrupt or injure the company computer network. Use of the Internet must not interfere with an employee's productivity.

The Code of Conduct expresses KINTECHS' commitment to conducting business ethically. It explains what it means to act with integrity and transparency in everything we do and in accordance with our unique culture and values

As members of the KINTECH family, let us follow not only the letter of the Code, but its intent and spirit as well. This means we should:

Understand the areas covered by the Code, Company policies and procedures, and laws that apply to our job.

- Follow the legal requirements of all locations where we do business.
- Conduct ourselves in ways that are consistent with the Code, Company policies and procedures, and laws.
- Speak up if we have concerns or suspect violations of the Code, Company policies and procedures, or laws.
- When requested, certify that we have reviewed, understand and agree to follow the Code. Understand that following the Code is a mandatory part of our job.

The Code cannot address every situation that may occur. We are expected to exercise good judgment and ask questions when we need guidance or clarification. Many resources are available to assist us. These include our managers, the Office of Integrity and Compliance, Human Resources, Legal Department, the Helpline, and other resources listed at the end of the Code. In addition to the Code, we should also be aware of all Company policies and procedures applicable to our work.

REPORTING AND ACTIONS & CONSTITUTION OF COMPLIANCE COMMITTEE MEMBERS

The Company has constituted the compliance committee who is responsible for report on violations of this Policy also found to be indulged in corruption related activities, violation of any provisions of the Policy or any frivolous complaint, The employee may be subject to disciplinary action(s) including termination of services and such other administrative, civil or criminal action(s) as per the applicable statutes as mentioned in the Policy. The Members of the Compliance committee are as under:

Daxesh Kapadia – GM Finance
Ms. Vaishali Patel – HR Head
Mr. Dilip Sheladia – AGM

REPORTING AND ACTIONS

Any violation/non-adherence of the Policy would be reported to the Compliance Committee and will take appropriate action(s) in consultation with the Legal Department. Any Complaint which was received by the Company was subject to review and inspected by the Compliance committee members of the company. The Committee members have a right to accept or reject the complaints on the basis of facts and case of the complaints which was tenable in the best interest of the company.

In case any employee or any other person to whom this policy applies, is found to be indulged in corruption related activities, violation of any provisions of the Policy or any frivolous complaint, he /she may be subject to disciplinary action(s) including termination of services and such other administrative, civil or criminal action(s) as per the applicable statutes as mentioned in the Policy. The Respective Head of Department of the company will submit its report on violations of the Policy, to Compliance team Committee on periodical basis and the report would be reviewed by the Committee at its meeting(s).

PROCEDURE FOR REPORTING OF VIOLATIONS

Reporting against Employees /Officials/ Other Persons (including Partners / Representatives)

When any employee or other persons doubt the legality or ethics of their actions or the action, inaction, violation, deficiencies or proposals of other employees, contractors or other persons, who act on behalf of KSPL, they may report it by the following mode(s):

[E-Mail: complianceteam@kintechsynergy.com](mailto:complianceteam@kintechsynergy.com) ; Telephone: 079- 26303064/74

Direct Reporting: to Head of the Department of respective employee and/or to the respective Compliance team Committee

The Head of Department will communicate all violations to the respective Compliance team Committee with a copy to the Compliance team members, which have been reported by the employees through E-Mail & Phone.

RESPONSIBILITY FOR FAILURE (IMPROPER FULFILLMENT) OF THE POLICY

The members of the Board of Directors, the members of the Management Committee and employees of all functions of KSPL, regardless of position and designation, are personally responsible for compliance with the principles and requirements of the Policy, as well as the actions (inaction) of their subordinates, who violate these principles and requirements.

TRAINING AND COMMUNICATION

All the employees shall receive regular, relevant training on how to implement and adhere to this Policy. This policy can also be accessed at <http://kintechsynergy.com/code-of-conduct.html> for the business partners and employees of the company.

All the employees of the company who wants to lodge the online complaint against any of the head of the department or senior manager personnel of the company, they will visit the following page under the company's website for the complaint registration

<https://www.kintechsynergy.com/Contact%20Details.html>

KSPL's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors, agents and business and other partners at the outset of our relationship with them and as appropriate thereafter.

AMENDMENTS

In case of identification of ineffective provisions of the Policy or related business processes of KSPL or in case of change of the requirements of applicable laws or in case of any other modification(s), which may be deemed necessary by the MD/CEO, the Policy may be amended/ updated by issuing an order under the signature of the MD/CEO.

ANTI-CORRUPTION AND BRIBERY POLICY

VENDORS, BUSINESS PARTNERS AND CONSULTANTS

The Anti-Corruption and Bribery Policy of Kintech Synergy Private Limited (KSPL) has been developed in accordance with Code of Conduct, charters, policies, rules and regulations adopted by KSPL and in conformance with the legal and statutory framework of Anti-Corruption Legislation prevalent in India.

The Policy reflects the commitment of KSPL and its vendors, business partners and consultants (herein after referred to as third party) for high ethical standards doing open and fair business for improving the corporate culture, following the best practices of corporate governance and supporting the business reputation at the appropriate level.

In this policy, third party means any individual or organization that an associate may come into contact with during the course of his/her engagement with the Company, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, consultants, business associates.

PURPOSE AND OBJECTIVE

The aims and objectives of the Policy are:

- To initiate the steps to reduce the bribery and corruption risks to the business of the Company
- By setting out clear guidelines
- Monitoring and investigating instances of alleged corruption
- Taking firm and vigorous action against any individual(s) or any Organization involved in corruption.
- To minimize the risk of involvement of all business associates in corruption related activities.
- To know and comply with the principles and requirements of the Policy, the key rules of the
- Applicable anti-corruption laws, as well as adequate procedures to prevent corruption.

SCOPE:

The Policy would be applicable to all Vendors, Suppliers and Consultants of KSPL, Partners and Representatives or any other persons/individuals and third parties, who may be acting on behalf of KSPL.

KEY PRINCIPLES:

The Members of the Board of Directors, the Board members and Senior Managerial Personnel of KSPL should form the ethical standard of uncompromising attitude to all forms and demonstration of corruption setting the example by their own behavior.

KSPL openly expresses its opposition to corruption; welcomes and encourages compliance with the principles and requirements of the Policy by all contractors, vendors, suppliers and consultants, associated parties/companies, its managerial bodies and other persons.

In view of the above, all contractors, vendors, suppliers and consultants, associated parties/companies, its managerial bodies and other persons of KSPL are strictly prohibited, whether directly or indirectly, personally or through the mediation of third parties, to be involved in corrupt activities, offer, give, promise, request and receive payments or make payments to simplify administrative, bureaucratic and other formalities in any form including cash, valuables, services or other benefits to any person or from any persons or organizations, including governments and local authorities, government officials, private companies and its representatives

THIRD PARTY RELATIONSHIPS:

Anti-corruption laws prohibit indirect payments made through a third party, including giving anything of value to a vendors, business partners and consultants while knowing that value will be given to the above mentioned officials for an improper purpose. Therefore, Company Personnel should avoid situations involving third parties that might lead to a violation of this Policy. Company Personnel who deal with third parties are responsible for taking reasonable precautions to ensure that the third parties conduct business ethically and comply with this Policy. In addition, once a third party is engaged company Personnel who deal with third parties must always be aware of potential red flags. Red flags are certain actions or facts which should alert a company that there is a high possibility of improper conduct by a third party. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some examples of red flags are:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or

- Requests for payments to an account in a country other than where the third party is located or is working on behalf of the Company;
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- Any refusal or hesitancy by the third party to disclose its owners, partners or principals;
- The third party uses holding companies or other methods to obscure its ownership, without adequate business justification;
- The third party expresses a desire to keep his representation of the Company or the terms of his retention secret; or The third party has little experience in the industry but claims to “know the right people”;

If Company Personnel have reason to suspect that a third party is engaging in potentially improper conduct, they shall report the case to Mr. Ghanshyam Patel, Chief Executive Officer of the Company, immediately. The Company shall conduct an investigation and stop further payments to the third party if the Company’s suspicions are verified through the investigation.

AMENDMENTS

In case of identification of ineffective provisions of the Policy or related business processes of KSPL or in case of change of the requirements of applicable laws or in case of any other modification(s), which may be deemed necessary by the MD/CEO, the Policy may be amended/ updated by issuing an order under the signature of the MD/CEO.

WHAT ARE THE FIVE CODES OF ETHICS?

The Code of Ethical Conduct expresses KINTECHS commitment to conducting business ethically. It explains what it means to act with integrity and transparency in everything we do and in accordance with our unique culture and values. As members of the KINTECH family, let us follow not only the letter of the Code, but its intent and spirit as well. This means we should:

- Understand the areas covered by the Code, Company policies and procedures, and laws that apply to our job.
- Follow the legal requirements of all locations where we do business.
- Conduct ourselves in ways that are consistent with the Code, Company policies and procedures, and laws.
- Speak up if we have concerns or suspect violations of the Code, Company policies and procedures, or laws.
- When requested, certify that we have reviewed, understand and agree to follow the Code.
- Understand that following the Code is a mandatory part of our job.
- Integrity
- Objectivity
- Professional competence
- Confidentiality
- Professional behavior

A code of ethics helps to guide ethical behavior in the workplace. Anytime an employee or group of employees need to make a decision, they can refer back to the code of ethics. The code of ethics also communicates values and expectations to new employees.

Code of Ethics and Professional Conduct

- Be patient and courteous
- Be inclusive
- We welcome and support people of all backgrounds and identities. This includes, but is not limited to members of any sexual orientation, gender identity and expression, race, ethnicity, culture, national origin, social and economic class, educational level, color, immigration status, sex, age, size, family status, political belief, religion, and mental and physical ability
- Be considerate
- We all depend on each other to produce the best work we can as a company. Your decisions will affect clients and colleagues, and you should take those consequences into account when making decisions
- We won't all agree all the time, but disagreement is no excuse for disrespectful behavior. We will all experience frustration from time to time, but we cannot allow that frustration become personal attacks. An environment where people feel uncomfortable or threatened is not a productive or creative one.
- Choose your words carefully.
- Always conduct yourself professionally. Be kind to others. Do not insult or put down others. Harassment and exclusionary behavior aren't acceptable. This includes, but is not limited to: - Threats of violence. - Discriminatory jokes and language.
- Be kind to others
- Do not insult or put down others. Harassment and exclusionary behavior aren't acceptable. This includes, but is not limited to: - Threats of violence. - Discriminatory jokes and language. -
- Sharing sexually explicit or violent material via electronic devices or other means. – Personal insults, especially those using racist or sexist terms. - Unwelcome sexual attention. -
- Advocating for, or encouraging, any of the above behavior.
- Repeated harassment of others
- In general, if someone asks you to stop something, then stop. When we disagree, try to understand why. Differences of opinion and disagreements are mostly unavoidable. What is important is that we resolve disagreements and differing views constructively.
- Our differences can be our strengths. We can find strength in diversity. Different people have different perspectives on issues, and that can be valuable for solving problems or generating new ideas. Being unable to understand why someone holds a viewpoint doesn't mean that they're wrong. Don't forget that we all make mistakes and blaming each other doesn't get us anywhere. Instead, focus on resolving issues and learning from mistakes.

FORM OF ACKNOWLEDGMENT OF RECEIPT OF CODE OF CONDUCT AND ETHICS

I have received and read the Company's Code of Conduct and Ethics. I understand the standards and policies contained in the Company Code of Conduct and Ethics and understand that there may be additional policies or laws specific to my job and/or the location of my posting. I further agree to follow the values of the Company in all that I do and comply with the Company Code of Conduct and Ethics. If I have questions concerning the meaning or application of the Company Code of Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult my Line Manager, the members of Compliance team or my head of the department or Human Resource Department knowing that my questions or reports to these sources will be maintained in confidence.

Date: _____

Signature: _____

Employee Name: _____

Please sign and return this form to the Human Resources Department

KINTECH BUSINESS PARTNER CODE OF CONDUCT:

"Our Values and Standards" for Business Partners

KINTECH is committed to sustainability in all business activities and aims to apply and abide by the highest ethical, social and environmental standards. We recognize that our business partners play an important role in our overall success. Accordingly, KINTECH strives to conduct business with individuals and organizations who share our commitment to high ethical standards and who operate in a socially and environmentally responsible manner..

Note: This Code of Conduct and ethics policy is intended solely as an ethics guide. The language used shall not be construed as creating a contract of employment between Kintech and any person. Kintech expressly retains the right to unilaterally modify or amend this code, at Kintech's sole discretion, with or without prior notice to employees.

Amendment:

The Board shall have power to amend any of the provisions of the Policy, substitute any of the provisions with a new provisions or replace the policy entirely with a new policy according to subsequent modification(s)/Amendment(s) to Act.

Approved at Board meeting held on 05th September, 2019

CHAIRMAN



