Code of Conduct

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1. Purpose

The Code of Conduct has been prepared to help you understand One97 Communications Limited and all its affiliates’ (hereby collectively referred to as ‘Company’ or ‘One97’) standards of ethical business practices and to comply with the same. This Code describes how One97 staff should operate. Personal responsibility and integrity is at the core of our principles and culture.

In every business decision the Company takes, we must follow the ethics and compliance principles set forth in this Code. It is also our responsibility to report anything that we observe or know about, that might violate these principles.

Violation of this Code is a serious matter and ensues consequences. It is important that you read this Code carefully and ask questions about anything you do not understand. Each of us must understand and accept our personal responsibility in preserving and enhancing the Company’s reputation for integrity. We all must take pride in always doing the right thing.

2. Applicability

This Code applies to all Directors and employees of the Company and employees of service providers or vendors, employees of business partners, consultants, retainers, trainees or any individual engaged in providing services to the Company.

Guiding Principles of the Code

- Compliance with laws and regulations
- Safe and harassment free workplace for all
- Fairness and mutual respect in dealing with employees and partners.
- Avoiding conflict of interest at all times
- Ethical conduct of business
- Upholding and protecting Company’s reputation
- Maintain and enhance trust & act fast, responsibly.

Reporting a concern

If you are unsure whether a particular action you are about to take is consistent with the principles set forth in the Code, ask yourself:

- Is it illegal/unlawful, unethical or out of line with our policies and procedures?
- Does my conscience reject it? Does it conflict with my personal values?
- Could it directly or indirectly endanger someone or cause them injury or cause them a wrongful loss?
- Would I feel uncomfortable if the story appeared in the media? Would it shame my company, spouse, partner, parent or child?

Does it ‘feel’ wrong? If the answer to any of these questions is “Yes or Maybe”, please stop and consult your HRBP, HR SPOC, reporting manager or HOD to assist you in making the decision.
Violation of this Code is a serious matter, and it is important that you read the Code carefully and ask questions about anything you do not understand. Each of us must understand and accept our personal responsibility in preserving and enhancing our reputation for integrity. We have various Reporting Channels, should you wish to raise a concern about a breach of the code. Details of the Reporting Channels are set forth in Section 12 below.

No Retaliation
One97 will not retaliate, and will not tolerate retaliation, against any individual for reporting a good-faith concern or complaint to a manager, HR, Legal, Audit, Finance, or the Disciplinary Committee, or for participating in the investigation of a concern or complaint.

3. Workplace Behavior

Being ethical means performing your duties with Integrity, Accountability and Ownership.

One97 will conduct its business fairly, impartially, in an ethical and proper manner, in accordance with the Company's Values & Code of Conduct, and in full compliance with all laws and regulations. While conducting Company business, integrity must underlie all Company relationships, including those with customers, vendors and among employees. The highest standards of ethical business conduct and compliance are required of all employees in performance of their responsibilities. Any/All employee(s) must not engage in misconduct or activity that may raise questions regarding the Company's honesty, impartiality, or reputation or otherwise cause embarrassment to the Company.

We are ethically bound to the following:

- Do not accord approvals without checking the validity of requests.
- Do not indulge in the practice of proxy attendance for self or others while punching in or out.
- Do not take advantage of flexi timings by not logging / working the desired working hours.
- Do not submit false regularization claims for timings and attendance.
- Insubordination or ignoring directives & SOPs is prohibited.
- Moonlighting/engaging in a have a second job, full time or as a consultant/contractor is strictly prohibited.
- Do not misrepresent your performance by manipulating metrics or engaging in activities that reflect metrics which are not true indicator of intended objectives which are being measured by the respective metrics.
- Any employee may be transferred to any role/section/department/unit/subsidiary/affiliate entities or branch in India or abroad either existing or which may come into existence.
- Managers or Department Heads should involve Human Resources to transfer or move any personnel, including Internal Job Postings.
- Office internet to be used for Official purposes only - we don’t want to restrict our employees' access to websites of their choice, but we expect our employees to exercise good judgment and remain productive at work while using the internet.
Harassment Free Workplace

Harassment covers a wide range of behaviors of an offensive nature. It is commonly understood as behavior intended to disturb or upset, and it is characteristically repetitive towards unlawful purposes. It is intentional behavior which is found threatening in an unlawful manner.

At One97, we are committed to a workplace that is free of harassment. We do not tolerate any behavior that diminishes the dignity of a person, inappropriately or unreasonably interferes with work performance, or creates an intimidating, hostile, or otherwise offensive work environment based on an individual's protected status. We also do not tolerate retaliation against anyone who raises a concern about harassment.

Harassment may be mental, physical, verbal, psychological or sexual.

The handling of all instances of Sexual Harassment is governed by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which is the statute in India that seeks to protect women from sexual harassment at their place of work. Please refer to the One97's Anti Sexual Harassment Policy on the Company's intranet. Please go through our POSH policy.

DON'TS:

- Do not use disruptive threatening behavior of unlawful nature either physically, verbally or psychologically.
- Do not swear or use inappropriate language.
- Do not indulge in mental or physical abuse, sexual harassment and coercion.
- Do not be a silent spectator to any form of harassment, even if you are not the target. You must instead report the incident to the Compliance Officer or as per the reporting mechanism mentioned in this code to icc@paytm.com. We encourage you to report the incident using any avenue with which you feel most comfortable, including your Manager, HR Business Partner, or the Internal Complaints Committee.

Equality and non-discrimination

One97 shall provide equal opportunities to all its employees / Personnel and all qualified applicants for employment without regard to their race, caste, religion, color, ancestry, marital status, work experience, gender, sexual orientation, age, nationality, ethnic origin or disability; please visit our policy on Equal Employment Opportunity Policy for Persons with Disabilities.

We promote diversity and equality at One97, as well as compliance with all applicable labour laws, while encouraging the adoption of international best practices.
Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and all decisions are based on merit.

**Favoritism or Nepotism**

One97 discourages preferential treatment by supervisors/peers or someone in a position of power/authority to influence the performance, pay, appointment status, changes in employment or onboarding of an employee, groups or teams or a vendor. It’s important for employees at One97 to distinguish favoritism or nepotism from performance recognition.

- Do not supervise, discipline, work with, or have any influence over the recruitment, salary or promotion of a close relative.
- While referring for a job position, always disclose the nature of your relationship with the person you are referring.
- Don’t accept the benefits of favoritism - While it is difficult to refuse the best office, preferred assignments, awards you are selected for – it is important that you understand why you are selected.
- Do not influence an interview panel/recruitment team for your referred candidates.
- Do not encourage a specific vendor directly or indirectly or give them special preference.
- Do not attempt to secure employment for acquaintances or family members by concealing facts.

**Communication Guidelines**

Communication Guidelines at One97 are derived from our Culture of Trust & Responsibility. We encourage our employees to set the right tone and drive appropriate behavior with all team members and peers. Every communication, whether in person, or on emails/phone calls/video calls - must follow these guidelines.

- Do not send emails to Paytm group IDs if the content is not relevant to be shared to masses. Also, please do not send/ share any personal emails to any group email ID. These are meant for official communication within the organization only.
- Do not use official group IDs to create handles / pages on social media.
- Do not send unwanted information / emails to individuals or group IDs.
- Ensure that the mails going outside the Company are only sent to the intended person/s with authorized and required information or data.
- Do not use rude/offensive language and avoid irony and sarcasm.

Do review our Communication guidelines on our intranet, Deep Purple.
Social Media Guidelines:

While the Company does not prohibit employees from using social media, however, it is recommended that you use it meticulously and responsibly, in order to avoid damaging the Company's image and reputation or disclosing any confidential information of the Company.

- You must use your ‘Designation’ on social media as per the offer letter or the latest appraisal letter. For example, an employee’s designation is 'VP - Product' and she/he heads Product Management of a division/entity, but she/he has updated the designation on LinkedIn as ‘Head of Product- xyz Business’ - this will be considered as misconduct.
- Do not share any information about the Company or its personnel that may tarnish the Company's image in any way.
- Do not share your project details, new features, people contact or related information, new product development, or any other business information like merger, acquisitions, tie ups, litigation, hiring, off-boarding, merchant or customer strategies, new app or software updates/enhancements, snippets of business discussions, fraud/risk prevention measures, audits, analytical data, source codes etc. on any public domain platform including social networking websites.
- All dealings with the financial community and investors shall be routed through the investor relations department.
- Any comment, views or information regarding a business partner may be made only with the prior written consent of such partner.
- Do not share any small talk or gossip or any information whatsoever, about your colleagues, business, data analytics, pilot or ongoing projects, enhancements, transfer movements etc. on any social media platform.

Please read the Social Media Policy of the company published on Paytm's intranet- Deep Purple for more details.

Substance abuse:

One97 cares about the health and safety of its employees. Employees are expected to refrain from consuming alcohol, drugs that are not medically prescribed or smoking while in the workplace, at sponsored events or while conducting business related activities. You are not permitted to be under the influence of any legal or illegal drugs or psychotropic substances that impair your ability to perform your job, and the employees are prohibited from manufacturing, soliciting, distributing, possessing, or using any illegal drugs or psychotropic substances in the workplace, or while working. Use good judgment and keep in mind that you are expected to perform to your full ability at work. You must never smoke in all of the enclosed areas within the office worksites.
Physical Security

The company's requirements, such as, to have the identity card displayed and swiped for access to the Company Premises shall be strictly followed. In addition, any kind of access to visitors or guests within office premises shall follow the laid down procedures and rules - please read through the guidelines in Admin & travel policy hosted on intranet- Deep Purple.

4. Conflict of Interest

A conflict of interest involves circumstances where an individual's professional actions or decisions at the Company could be influenced by considerations of personal gain, financial or non-financial. A conflict of interest is any activity that may damage One97’s reputation or financial interests, or gives the appearance of impropriety or divided loyalty.

If you are unsure about a potential conflict, talk to your manager, HR Business Partner, members of the Legal or Internal Audit teams and if the determination is that the particular circumstances constitute a conflict of interest, you must formally disclose the same and altogether disassociate yourself therefrom. While it is not possible to enlist every circumstance, it's important to know and avoid the common situations that could create a conflict. The following conflicts of interests are prohibited and employee must not:

- Misuse his/her position in the Company for any sort of direct or indirect personal gain
- Engage directly or indirectly (either through a relative/friend etc.) in an entity that has a business relationship with the Company or offers services/products to the Company
- Hold financial or strategic interest in any entity that has business relations with the Company
- Award any type of benefits, like recruitment, posting, promotion or increase in salary or other remuneration, to a relative.

When in dilemma, ask yourself:

Would this create or appear to create an unfair incentive for me or my friends and family?
Am I putting One97 at risk of violating laws or agreements with our customers?
Would this look bad if it was brought up in social media?
Would this distract me from doing my job?

Hiring of employee’s relative

One97 does not promote and hire an employee's immediate family (defined as parents, children, spouse, siblings, grandparents and those same relationships engendered by in-laws, adoptions and step-families) in the same department. However, such cases can be considered on a case-to-case basis at times with certain conditions and written approval from the HR function.
Employee Conflict of interest should be reported by the employee to their respective HRBP and Reporting Manager with CC to HOD "Head of Department". They can further involve the Compliance Officer/General Counsel (if required) on a discretionary basis under the subject reference “Conflict of Interest - Disclosure” for further guidance and action as appropriate.

Any such incident which is not reported by the respective employee can lead to disciplinary action against the employee and others if found guilty.

- You must not refer your relatives without informing / declaring to HR.
- Do not interview your referred candidates / people known to you.
- Employees cannot be part of a hiring panel, when a relative is being considered for the position.

**Non-Competition**

In reference to the Invention Assignment, Confidentiality, Non-Competition and Non-Solicitation Agreement signed by you at the time of joining, during the period of your employment and for a period of (12) months thereafter, you will not directly or indirectly.

- market or sell products or perform services as are offered or conducted by the Company, during the period of your employment, to any customer or client of the Company particularly with respect to matters as involved/conducted by you and/or the concerned team in which you are working, and/or related to such matters, during the period of your employment with the Company.
- be employed with, or engage in, manage, operate, be connected with or acquire any interest in, as an advisor, agent, owner, partner, co-venture, principal, director, shareholder, tender or otherwise, any business competitive with the Company, particularly with respect to matters as involved/conducted by you and related to such matters, during the period of your employment with the Company. The current list of competitor companies can be found at Annexure 1 (below), hereto, for your reference. The list will be updated on a routine basis by the company.

**Employee Relationship**

Personal relationships in the workplace can present a real or perceived conflict of interest when one individual in the relationship makes or influences employment decisions regarding the other, including performance or compensation. Significant personal relationships include, but are not limited to, spouses, domestic partners, family members, dating or physical relationships, close friends, and business relationships outside of the Company.

- Do not use your position at the Company to obtain favored treatment for yourself, your family/friends, or others with whom you have a personal relationship.
- You should not allow any relationship to disrupt the workplace or interfere with your work or judgment.
- Do not supervise a family member/friend/known person or influence the conditions of employment (for example, pay, work hours, or job responsibilities) or performance rating of any family member/friend/known person.
• Do not have a romantic relationship with another employee, if the employee is in your supervision or you have influence over the employee's conditions of employment or performance.

If an employee with whom you already have a relationship comes under your supervision due to a change in organizational structure, you should immediately disclose the relationship to your manager or HR.

It is recommended that you shall make a formal disclosure to your manager and HRBP in the event you enter into a relationship with another Company's employee.

**Supplier Relationships**

If a friend, a family member or romantic partner works for a supplier over which you have an influence or before participating in the selection of a supplier that employs your family member, friend, or romantic partner, disclose the relationship to your manager or HR to get advice on how to manage the potential conflict.

You must not invest in a supplier if you can influence the Company's relationship with that supplier. In case you have substantial interest (e.g. stock ownership) with a supplier, please let your manager and HR know to get advice regarding the acceptable conduct on your part.

Few examples of conflict of interest:

• Starting a company that provides services similar to businesses of One97
• Failing to disclose that you're related to a job candidate the Company is considering hiring
• Making arrangements to work for a vendor or client at a future date while continuing to do business with them
• Offering paid services on your time off to a Company customer or supplier
• Working part-time at a company that sells a competing product or service as your full-time employer
• Failing to investigate a subordinate or coworker's wrongdoing because they are a friend or family
• Sharing information about your the Company with a competitor
• Making a purchase or business choice to boost a business that you (directly or indirectly) have a stake in
• Investing in or owning part of a business that sells goods or services to your employer
• Reporting to a supervisor who is also a close friend or family member
• Dating or having a romantic relationship with a supervisor or subordinate
5. Protecting Confidentiality

At One97 we set out the expectations on each of us to process personal information belonging to our employees, clients, agents, consultants, suppliers, and contractors in a manner so as to ensure compliance with all applicable privacy laws and regulations. Unless authorized and contractually agreed, we are committed to protect the confidentiality of such personal information while processing such personal information and implement adequate technical and organizational measures.

Upon joining One97, all employees sign a Confidentiality and Nondisclosure Agreement which details their confidentiality obligations to the Company. Please go through our Non-Disclosure: Confidentiality, Non-Competition & Non-Solicitation policy.

Unauthorized use of Company information

You shall not disclose or use any confidential information gained in the course of employment or association with the Company for personal gain or for the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media, or any other external agency, except by the authorized representative. It is strictly forbidden to trade confidential information or insider’s information for individual gain, or to benefit or to put the Company’s interest in jeopardy.

Customer and Third-Party Information

Customers, partners, suppliers, and other third parties may disclose confidential information to One97 during the course of business. We are all responsible for protecting and maintaining the confidentiality of any information entrusted to us by our partners. Compromising that trust may damage relations with our partners and can also result in legal liability.

- We should preserve the confidentiality of company information that may not be available to the public.
- Information of a confidential, private and sensitive nature must be used responsibly and controlled and protected to prevent its prohibited, arbitrary or careless disclosure.
- No information either formally or informally shall be provided to the press, placed on social media, other publicity media or any other external agency except within approved policies.
- Do respect and observe the confidentiality of information pertaining to patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.
- The salary details of any employee(s) and/or any other personal or sensitive information pertaining to the employee(s) of the Company to which you have inadvertently gained access to shall remain confidential at all times.
Data

When Data of the Company, our customers, and business partners is shared with us, we understand the importance of keeping it safe and using it in all ethical ways it is expected. At One 97 we must maintain and grow the trust people have in us by respectfully using technology, respecting individuals’ privacy, and protecting their data.

- Data must be made available to employees on a need-to-know basis.
- Employee(s) must obtain data from their authorized data systems to perform their own assigned duties.
- Do not share data with anyone outside of the Company - exceptions can only be made by HOD based on the case with written authorization.
- All data and any derived data is the property of the Company and the employees should not destroy or tamper with any of the data.
- Upon cessation of employment for any reason, employee(s) should return all data to the Company.
- Do not use personal computers/external devices (other than Company owned devices) to access or download Company data.
- Employees are not allowed to share GG App / Email / Other Panel login credentials with unauthorized persons.
- Sharing organization owned data with any unauthorized person outside or inside is not allowed.
- Similarly, sharing access or forcing someone to use another’s GG App/Email/Panel login is not allowed.
- Any misrepresentation or fudging of data, or misuse of panel access or data is considered a violation of this Code.
- It is also against the Code to expose an organization’s data to a security threat or misuse by being careless with the security of your devices.

Any suspicion of data leak or potential incident is required to be reported to your manager, HR or Data Security Team <information.security@paytm.com> immediately

Protect your Systems and Password

Please note that it is your responsibility to prevent any unauthorized use of passwords as this can lead to serious issues as it is regarded as a breach of the Code of Conduct. We are not allowed to divulge or share confidential information with anyone, not even with our own colleagues or any other outsiders, directly or indirectly. This information includes details such as: System Passwords, Panel Access, email Passwords, Sever locations, any Usernames and Passwords or any other privileged access/information etc.
Please take note of the following precautionary guidelines:

- You must ensure you do not use any unauthorized computer/laptop which has suspected malware where hacking or password tracking tools are pre-installed.
- You must ensure to log out and clear all credentials from the memory of the system (desktop/laptop/mobile) to avoid any traces where hackers can misuse your password.
- In case there is a business requirement of sharing passwords, an authorization from HOD and HR in writing is mandatory.

In case system/login credentials including password is compromised, it is the responsibility of the individual/Personnel, and this will be treated as breach of policy. Please be aware that a violation of this could cause security threats and will invite strict action leading to Termination or Police or Legal proceedings.

6. Protection and Use of Company Property

Company Property

No Company property may be removed from Company premises or designated storage places without the specific written permission of a nominated Manager. For example, all books, records and computer software are Company property and cannot be removed from the Company's premises. This includes manuals, lists and other information used by employees in their daily work.

You must respect the Company’s ownership of all Company funds, equipment, supplies, books, records and property. This applies to both tangible & intangible assets which includes books, records, devices, hardware, software, applications, SIM cards, data, process, manuals, lists and other information used by employees in their work (hereinafter “Company Assets”). Our policy is that all Company Assets should be used for legitimate business purposes only. The misuse or removal of Company Assets is prohibited, unless specifically authorized by an appropriate representative of the Company.

Theft, carelessness, use of official infrastructure and facilities for personal work, waste of Company assets etc. have a direct impact on the Company's financial condition, information security and results of operations. This includes use of official infrastructure and facilities for personal work.

At the time of exit, it is expected from the employee/personnel to return the IT, Admin or issuing department the Company Assets including IOT/EDC devices, SIM cards or any other asset or equipment received by the employee/consultant/third party in the due course of employment/engagement with the Company. Employees are expected to take clearance from the concerned department on or before their Last Working Day (LWD).
All personnel should return the equipment(s) with all the official data in the device. In the event of any breach, the Company reserves the right to initiate criminal or civil action, including lodging FIR, against the defaulter to recover its properties/dues including all costs incurred in the course of recovery efforts.

Please go through the IT Asset Policy and Asset recovery policy hosted on our intranet- Deep Purple.

**Intellectual Property Rights**

Intellectual Property includes, but not limited to, trademarks, patents, copyrights, designs, content, domain names, know-how, technology, brands and all confidential and sensitive information of the Company including operations, budgets and business plans, etc.

The Company's intellectual property is valuable to it and the Company will take all steps to safeguard and protect it from theft and misuse. It also respects the intellectual property of third parties and business associates and will not knowingly infringe the same.

We must not claim any innovation or content created by an individual or team during their employment or association or collaboration with One97 as it remains exclusive property of One97. Any software, innovations, coding or any other type of intellectual property made by you during your engagement with the Company will be Company's property and you shall have no right whatsoever on using, alienating, sharing or transferring it to any person outside the Company.

**Company-issued equipment**

We expect our employees to respect and protect our Company's equipment. “Company equipment” in the IT Assets Policy for employees includes company-issued phones, laptops, tablets and any other electronic equipment, and belongs to the Company. Please go through the IT Asset policy.

We advise our employees to lock their devices in their desks when they're not using them. Our employees are responsible for their equipment whenever they take it out of their offices.

Please visit Admin & travel policy, IT Assets Policy and Asset Recovery Policy hosted on our intranet- Deep Purple.

**Dos and Don'ts - Use of Company Property/ Assets**

- Take proper care of all the assets that are provided for your use by the Company and protect the same against theft, misuse, loss or damage.
- Use Company assets only for legitimate business purposes in general.
- The Company reserves the right to monitor, track and peruse all data and mails on all Company assets.
- Only legally authorized/ licensed software may be loaded and used on computers/servers machines.
● Certain specified assets like laptop, data cards and phones are permitted for judicious and proper personal use. Under no circumstances can such Company assets be used negligently or for wrongful purposes.

● Protect Intellectual Property from misuse, leakage or theft by due care and diligence.

● Maintain confidentiality of all confidential and sensitive information that is not in the public domain and may impact the Company’s reputation.

● Take care of documents that contain such information and extend this care to information on computer not leaving such assets in an open access area.

● Never copy/use or distribute documents or software that are protected by copyright or license without proper authorization.

● Do Not use any Company related confidential information even after cessation of your service with the Company.

● It is strictly prohibited to use Company premises including guest houses that are owned/managed by for personal or wrongful purposes.

7. Gifts or Other Benefits

Neither One97’s employees nor any partners, personnel acting on its behalf, may accept any gifts from any other person in connection with their work for the Company unless they are of a nominal value and it is clear that nothing is expected of the employee or intermediary in return.

One97’s employees may offer gifts to other business associates of a nominal value, if it is clear that nothing is expected in return. In case, gifts offered or received by the employees or intermediaries, acting on Company’s behalf, are more than the nominal value, it must be pre-approved by the Process Owner/Compliance Officer and only if the gift is not intended to improperly influence any act, conduct, or decision.

Please read the Gifts section under Anti Bribery and Corruption Policy for Gift limits and other details.

Refusing and Returning Gifts

Gifts outside the limits should be declined or returned whenever possible. If it is impossible or inappropriate to refuse or return a gift, you should notify your manager and HR Business Partner immediately after accepting the gift. Further the gifts should be sent to the Admin team in the nearest office. Perishable, non-alcohol gifts may be placed in a common area for employees to share.
8. Business Integrity

Bribery & Corruption

At One97 we do not tolerate corruption in connection with any of our business dealings. Corruption can take many forms, but most often it occurs through bribery. A bribe is offering or giving anything of value, including cash, cash equivalents such as gift cards, gifts, meals, travel and entertainment, to any person for the purpose of obtaining or retaining business, or securing an improper advantage. You cannot offer or receive bribes from any individual, regardless of whether that individual is a public official or a private party.

All relationships with customers, suppliers, competitors, employees and governmental bodies and officials are to be based in compliance with Company’s Anti-Bribery and Corruption Policy. Each Personnel must read the contents and understand this Policy and must fully and constantly comply with the same.

When selecting third party firms/entities for doing business, please exercise due care and diligence to ensure that only those with the highest reputation and integrity are selected. Payments to consultants and agents that are excessive to the service/product being received by the Company or reimbursement of expenses that seem to be much higher than actual expenditure incurred are to be strictly avoided.

Prohibit Money Laundering

Money laundering occurs when individuals or organizations try to conceal illicit funds or make those funds look legitimate. Money laundering is illegal and strictly prohibited by the Company. If you deal directly with customers or vendors, the following examples may signal potential money laundering:

- Attempts to make large payments in cash.
- Payments by someone who is not a party to the contract.
- Requests to pay an amount in excess of that which is provided for in the contract.
- Payments made in currencies other than those specified in the contract.
- Payments from an unusual, non-business account
- Transactions forming an unusual pattern such as bulk purchases of products or gift cards or repetitive cash payments.

Please go through the Anti-Money laundering policy for further details. If you apprehend that any transaction may constitute money laundering, please get in touch with your immediate manager and the designated process owner named in the Anti-Money laundering policy to understand next steps.
9. Prevention from Fraud

Practice Good Financial Stewardship

The Company expects you to conduct yourself with integrity. You are required to submit accurate and complete time & attendance, travel and expense reports, financial statements, customer billing, and other records. Never misconstrue a transaction in our books and records or circumvent stated policies or controls. The Company's books and records must correctly reflect the true nature of all business transactions, no matter how small.

Internal accounting and audit procedures shall reflect, fairly and accurately. All of the Company's business transactions and disposition of assets shall have internal controls to provide assurance to the Company's board and shareholders that the transactions are accurate and legitimate. All required information shall be accessible to Company auditors and other authorized parties and government agencies. There shall be no willful omissions of any Company transactions from the books and records.

We must not misrepresent our performance by manipulating metrics or engaging in activities that reflect metrics which are not true indicators of intended objectives which are being measured by the respective metrics.

- Do not use your authority to misuse Company funds/resources at your disposal for financial or personal gain.
- Do not submit forged bills for financial claims related to food, travel or any other reimbursements.
- Do not use personal funds to increase merchant transactions & achieve incentive targets.
- Do not misuse your position in the Company for financial or any other benefit.
- Do not indulge in fake or incorrect merchant onboarding.
- Do not misrepresent your performance by manipulating metrics or engaging in activities that reflect metrics which are not true indicator of intended objectives which are being measured by the respective metrics.

Prohibition to engage in Insider Trading

You are expected to never buy or sell Company securities, including Company stock, if you are aware of information that has not been publicly announced and that could have a material effect on the value of the securities. It is illegal and against the Company policy to give anyone, including friends and family, tips on when to buy or sell securities when aware of material nonpublic information concerning that security.

In keeping with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Code of Conduct to regulate, monitor and report trading by designated persons and their immediate relatives is mandatory to be followed by employees. Please read the relevant policy carefully and in the event, you desire any clarifications, please reach out to the Company's Corporate Secretarial team.
**Competition**

One97 shall fully support the development and operation of competitive open markets and shall promote the liberalization of trade and investment in each country and market in which it operates. Specifically, no Company Personnel shall engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities.

The Company or its Personnel shall market the Company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

- Do not directly deal with, contact or engage with competitors that may create a potential conflict with the provisions of competition law.
- Don’t share sensitive information with competitors such as pricing, costs, bid submissions, or strategic plans.
- Do not share Company specific information in an industry forum or enter into agreements with competitors on any matter unless you have consulted with your manager and HR business partner in advance.
- Enter into agreements that may be construed as abuse of dominance or restrictive trade practices such as price fixation, exclusive tie in arrangements, limiting the supply of goods or services, collusive bid rigging or predatory pricing.

**10. Compliance with Laws, Rules & Regulations**

**Respect for Human Rights**

A cornerstone of the Company's ethics and philosophy is respect for human rights. The Company does not promote hiring of any personnel less than 18 years, neither does it make use of child labor or forced/involuntary labor. The Company does not work with third parties that engage in such practices. Human trafficking and the use of forced/involuntary labor are strictly prohibited at One97.

The Company ensures an inclusive and diversified workplace culture where the employees can participate, express themselves, create a barrier free environment to contribute freely and equally. One97 promotes the right to express, share opinions, the right to be heard, follows an open-door culture where employees have the right to communicate about any conflict or issue that would follow a proper redressal.

As mentioned above, the Company is committed towards facilitating discrimination free and harassment free work environment. We discourage any kind of harassment such as sexual, mental, physical or psychological harassment, any kind of vulgar comment, harassment based on sex, race, color, creed, religion, nationality, origin, marital status, pregnancy or any medical condition etc.
The Company abides by following equal opportunities at the workplace including those who are differently abled. It ensures equal opportunities to all the employees irrespective of the race, creed, sex, ethnicity, nationality, origin, age, disability etc. At One97, we provide a transparent and fair working culture to employees to express, share opinions and a culture that lacks favoritism to make decisions based on merit.

The wages paid to the employees are as per the laws and regulations and we ensure nobody is paid below minimum wages. We deem to follow the fundamental right to data privacy for all the personnel. We do not disclose any data or any information about our employees, suppliers, contractors, vendors etc. without the consent of stakeholders or leadership unless it is required by law.

One97 is committed to provide a healthy, safe, clean and ergonomic workplace to all its employees. The Company is also subject to compliance with all local laws to help and maintain secure and healthy work surroundings. We contribute to a safe and productive workplace by integrating sound safety and health practices into our operations and complying with all prescribed workplace safety regulations.

**Compliance with laws & policies**

Each Personnel of the Company, in their business conduct, shall comply with all applicable laws and regulations, in letter and spirit, in all the territories in which they operate. If the ethical and professional standards of applicable laws and regulations are below than that of the Code, then the standards of the Code shall prevail.

Each Personnel of the Company shall comply with applicable laws and regulations of all the relevant regulatory and other authorities. As good governance practice, they shall safeguard the confidentiality of all information received by them by virtue of their position.

As an employee, you must abide by all applicable Laws and Company Policies. The Company policies are intimated and/or made available on the intranet (Deep Purple) of the Company. All policies are subject to change, over time. All employees must:

- Ensure that you understand the implications of the laws that are applicable to your area of work.
- Be compliant with the laws and applicable regulations.
- Notify the legal department or your manager or HR Business Partner of any threatened or actual breach.

**Criminal or legal cases**

Each employee is required to disclose to the Human Resources team about any legal proceedings whether civil or criminal, either filed against you in the past or pending against you while you join the Company. Also, during your employment with One97, if any case comes against you in future, you are duly bound to report it within 24 hours. If you are detained for more than 24 hours, it will be the Company's call to decide whether to continue your employment or not.
Dealing with Government agencies

Employees engaged in working with government agencies like regulators, taxation officials, local authorities and such are required to understand the laws and compliances applicable to their area of operation. Employees should ensure transparency and fairness at all levels.

- Ensure that the highest standards of business conduct are followed.
- If you are in doubt, take advice from your manager or Compliance Head.
- When seeking resolution on various issues, ensure all engagements must be in line with business conduct.
- Be careful to provide accurate and complete data when information or documents relating to the Company are sought.
- Co-operate fully and courteously with officials, who are authorized to seek information or data or conduct an investigation or inquiry.
- Retain and preserve all relevant data and information for reporting, compliance or investigation purposes.
- Do not attempt to use undue influence in order to obtain any favorable performance of official duties or decision.
- Do not provide false or misleading information or create false data or records.

11. Corporate Citizenship (Health & Safety, CSR)

Health, Safety and Environment

One97 is committed to providing a healthy, safe, clean and ergonomic workplace to all its employees. The Company is also subject to compliance with all local laws to help and maintain secure and healthy work surroundings. We contribute to a safe and productive workplace by integrating sound safety and health practices into our operations and complying with workplace safety regulations.

- Maintain a clean and organized workspace with no obstacles or potential hazards.
- Comply with any travel restrictions that may be notified like temporary unsafe places, women employees traveling late at night, etc.
- Switch off lights and any other appliances at the workplace when not in use or while leaving the office.
- Inform your HR Business Partner and your manager about any chronic disease or prolonged illness.
- Each Personnel is required to report any unsafe or illegal activity to your manager or HR Business Partner or the Legal/Compliance team that may endanger the safety of others at the workplace.
- As a responsible corporate citizen, One97 will promote clean and green energy initiatives to ensure a sustainable environment and will endeavor to take necessary steps to reduce energy consumption and waste.
- We shall not compromise safety in the pursuit of commercial advantage. We shall strive to provide a safe, healthy and clean working environment for our employees and all those who work with us.
Corporate Social Responsibility (CSR)

The Company is constantly committed to contributing to the society and actively supports various social and environmental initiatives for the community it operates in. The Company shall encourage volunteering by its employees and collaboration with community groups. The Company shall not treat these activities as optional but should strive to incorporate them as an integral part of its business plan. The Company will undertake its CSR activities, approved by the CSR Committee on the basis of the budgets allocated on a yearly basis.

The Company shall also make charitable contributions as integral part of its CSR activities. Such contributions shall be made after proper approvals, without demand from the recipient or expectation of business return. Also, no charitable contributions shall be made in cash or to the private account of any individual. Such contributions should be clearly reflected in the Company's books of accounts. The credentials of the recipient must be verified, and it must be ensured that such contributions are permissible under applicable local laws.

12. Misconduct and Non-Conformance with the Policy

Breach

A breach of this Code will be regarded seriously and may lead to disciplinary action being taken against the employees, including termination in serious cases. Not reporting a breach of code knowingly will also be treated as a violation of our code of conduct. Please refer to the Consequence Management Policy for further details.

Whistleblower Mechanism

Each Personnel shall promptly report via the channels below when he/ she becomes aware of any actual or possible violation of this Code or an event of misconduct, act of misdemeanor or act not in the Company's interest. Such reporting shall be made available to suppliers and partners, too.

Also, any Personnel can also choose to make a protected disclosure as per Company's Whistle-blowing mechanism defined in the Anti-Bribery and Corruption Policy.

Personnel, making a disclosure, are assured that they will be fully protected against reprisals, punishment and other intimidations or any act of victimization for reporting genuine concerns. On the other hand, false, frivolous or malicious complaints will be treated with utmost severity and the consequences may include dismissal or termination of service/ business relationship, as the case may be.

- It is your responsibility to report anyone engaging in violations / unethical activities themselves or forcing others to do so.
- If it is observed that violations are knowingly not shared, it will also be termed as violation at your part.
- The identity of anyone reporting any such issue / violation shall be kept strictly confidential.
Reporting Channels:

- Report by Phone - **0008000502403** *(If you wish to raise a concern, please dial the 13 digits toll free number)*
- Mobile Link- https://paytm.navexone.eu

**Important Note** - As part of our regular process Forensic audits shall be conducted quarterly and defaulters shall be dealt with as per policy.

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**ANNEXURE 1**

The current list of competitor companies is as below and is deemed to include their group companies & subsidiaries. The Company reserves the right to update this list from time to time, as per its policies, which shall be binding on you.

Company also has the right to take back all the perks and benefits including ESOPs both (exercised and vested) retrospectively in case any employee join any of the below mentioned companies:

- Google Pay
- PhonePe
- Amazon Pay
- Facebook
- WhatsApp Payments
- Bajaj Finance
- NPCI
- BharatPe
- Jio Pay
- Razorpay
- Pine Labs
- PayU
- Zerodha
- Groww
- Upstox
- Park+

**Self-Declaration:**

I hereby declare that by signing this Declaration I have read, understood and will abide by the relevant policies covered under this Code of Conduct for as long as I am employed or providing services to the Company, any form of non-compliance to the Code of Conduct will result in action as deemed appropriate by the Company.

I hereby agree in full to the above.

Employee name & signature