



**One97 Communications Limited**  
**Conflicts of Interest Policy**  
**Version 1.0**

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<b>Policy Version</b>	<b>Date of Board approval</b>	<b>Effective Date</b>
Version 1.0	October 20, 2023	October 20, 2023

## 1. Purpose and Scope:

Conflicts of Interest (hereinafter referred to as “Col”) policy applies to all employees, trainees, consultants, and associates (“collectively or individually referred to “Personnel”) of One97 Communications Limited, that all its affiliates and subsidiaries who have formally adopted this policy (hereby collectively referred to as ‘Paytm’ or ‘Company’).

All Personnel shall always act towards the advancement of the Company and ensure that they shall not be involved in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

When they are subject to competing loyalties that could cause them to pursue or create a perception of a personal benefit at the expense of the Company or Company’s users or merchants, a Col arises.

This policy defines what constitutes Col, the obligations of Personnel of the Company with respect to Col, and the role of the management or HR on behalf of the management in reviewing them. The Personnel shall ensure that any of their associations including but not limited to close personal relationships which they may have, should not create Col with their position and responsibilities in the Company.

Personnel and members of the extended workforce who violate this policy may be subject to disciplinary action up to and including termination of employment or job assignment (in case of members of the extended/contract workforce) as per the Company policies.

## 2. General Requirements

Any Col (or even the appearance thereof) is unacceptable and not in keeping with the Company’s Code of Conduct. Additionally, it may impair the Company’s innovation and competitiveness, put at risk its confidential information or intellectual property, or undermine the trust of its users, merchants and other stakeholders.

All Personnel are required to:

- Strictly avoid circumstances and actions that create a Col, or the appearance of a Col with the Company;
- Disclose to their manager/HRBP if they are in or become subject to circumstances, or are considering entering into circumstances, that may create a Col or the appearance of a Col with the Company, and
- Comply with all restrictions and other requirements set out in this Col policy or otherwise advised by the HR team.

If a people manager receives a Col disclosure from any Personnel or otherwise becomes aware of circumstances that may create a Col or the appearance of Col, the manager should immediately notify HR and seek guidance.

## 3. Col: Definition and Examples

A Col is deemed to have arisen when any Personnel is in (or is entering) a situation in which their personal interests or loyalties, such as their (a) family or friendships, and / or (b) their social, financial, reputational or personal interests, could cause them to pursue a

- (i) path which may be-at the expense of the Company or may be competing with the Company’s interest;
- (ii) may compromise their judgment or actions in their workplace; or
- (iii) may intrude upon the time or effort he is required to dedicate to their work at the Company.

### 3.1 Examples of Col

The following are examples of circumstances that may create a Col or the appearance of such:

#### Outside Work

Any outside work whether full time, part time, consulting, personal business/ initiative, literary ventures whether or not for financial gain are expressly prohibited. If in doubt about any on-going activity prior to your joining Paytm that you expect to continue to be involved in post employment at Paytm should be reviewed with your manager and should be declared to HR to determine if it conflicts with your employment at Paytm. Vice President and above grades are required to provide this disclosure to the Executive Director/ (s) of the Company and in the event of any perceived conflict the same will be intimated to the employee making the disclosure.

#### Vendor/Supplier/Customer Relationships

Having a personal, financial, family member or close friend relationship with a vendor/supplier/customer or a person employed or associated with a vendor/supplier/customer, while being involved in the consideration, selection or management of that vendor/supplier/customer or otherwise working with that vendor/supplier/customer at the Company. Any personal relationship with a vendor/supplier/customer who you are referring to for partnership or employment should be disclosed along with the referral and it is recommended you recuse yourself from the decision making and where such recusal is not possible, you involve your Manager in the decision making with full disclosure.

#### Personal Relationships with Employees, Candidates, or Extended Workforce

A personal relationship with any other employee or any candidate is required to be disclosed at the time of hire and/or referral. Such relationships within the Company may compromise or be seen as compromising the employee's ability to perform their job responsibilities, or may create uncomfortable or conflicted positions, and may raise issues of fairness, favoritism, or harassment. Any reporting relationship between employees who have a personal relationship is expressly prohibited.

#### External Personal, Financial, and Close Friend Relationships

A personal, financial, or close friend relationship with a person or customer/partner outside of the Company, you work with or have influence over that peer customer/partner in your job at the Company should be disclosed. All decisions that are taken, where you have influence, and may affect this other person, need to be reviewed on whether there is any real or perceived personal gain as also if the other party is making any inappropriate gain or perceived to be making inappropriate gain because of their friendship with you.

#### Investments

Making or having a significant investment with a competitor of the Company, or in a company that you work with or have influence over while working at the Company.

#### Use of Corporate Resources

Using corporate resources for personal financial gain or for a non-Company business, or personally profiting/ benefiting from transactions based on Personnel's relationship with the Company or at the expense of the Company. Misrepresentation of your role and /or position in the Company in external

forums, accepting speaking opportunities without due approvals from the corporate communications team at the Company.

### **Internal Access to the Company Products and Information**

Using internal access to the Company's products, services, internal tools or confidential information in a way that improperly benefits Personnel (directly or indirectly) or creates the appearance that the Personnel has an unfair advantage over users outside of the Company.

### **Gifts and Entertainment**

Accepting personal gifts, entertainment, and other business courtesies from current or prospective customers, suppliers and/or partners, except when in compliance with the Company's ABAC policy listed on the *Company's Intranet*.

### **Business Opportunities**

Exploiting your role to gain a business opportunity which is not of purpose to the Company, but discovered through your work with the Company, except as otherwise agreed to by the Company. Using your work time at the Company to build products and services whether or not for your personal gain.

## **4. Notification of Col**

When notified of a potential Col, HR team will direct all such matters to the HR SPOC who will consult with relevant stakeholders, as may be appropriate, to:

- Evaluate the circumstances to determine the risk of a Col or its appearance; and
- Recommend risk mitigations as appropriate, including ceasing the conflicting activity, implementing an internal recusal, or other measures.

## **5. Questions?**

If you are unsure whether a situation presents a Col or appearance of one, please contact [employee.escalation@paytm.com](mailto:employee.escalation@paytm.com)

For more information, you can refer to the document on Conflicts of Interest on the *company intranet*.