

# Policy on Code Of Conduct and Business Ethics

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## KFin Technologies Private Limited

### SIGNATORIES

<b>Prepared by</b>	<b>Reviewed and Confirmed by</b>	<b>Approved by</b>
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Company Secretary	Chief Financial Officer	Whole Time Director & CEO

### VERSION CONTROL

<b>Version</b>	<b>Date</b>	<b>Description</b>	<b>Description of Changes</b>
1.0	23/May/2020	Employees Code of Conduct & Business Ethics	New Policy
1.1	05/Mar/2021	Policy on Code of Conduct and Business Ethics	Amendment in Policy

## 1. Purpose:

- 1.1 KFin Technologies Private Limited (**'Company'**) is an equal opportunity employer. It expects that all its employees shall without exception observe and exhibit high degree of professional ethics, fairness & transparency in conducting themselves in discharge of their duties and responsibilities in line with the Company's Code of Conduct including all other organizational policies, codes and the laws in force in this regard.
- 1.2 We must understand that we must always act with integrity to ensure we are trusted by our business partners, customers and our stakeholders. It is always expected that the employee acts with a high degree of integrity to ensure that trust is maintained by the business partners, customers and the Company's stakeholders
- 1.3 The Code of Conduct (**'Code'**) is a central policy document, outlining the requirement that every single person working with and for the Company, must comply with regardless of location.
- 1.4 This policy, as amended from time to time, shall be made available at HR portal.

## 2. Responsibility Matrix:

- 2.1 It shall be the responsibility of the Heads of the Departments, Heads of the Zones & Regions and Designated Compliance Officer, to ensure the following:
  - a) Strict implementation of the Code for their team so as to be a role model for Strict adherence to the Code
  - b) All the team members are familiar with the Code and that they follow it by letter and spirit
  - c) Hold such team members accountable for any breach of Code
- 2.2 Any incidence of non-compliance shall be reported to the Head of Human Resources immediately.

## 3. Control Group

- a) The Control Group shall consist of (1) Chief Human Resources Officer (2) Chief Compliance Officer, and (3) Chief Operating Officer. The email of the Control Group shall be **controlgroup@kfintech.com**.
- b) The minimum quorum for holding a meeting of the Control Group shall be not less than 3 (three) members.
- c) The Control Group shall be responsible for ensuring that the official's personal files containing confidential information are kept in the manner as prescribed under the law along with such security mechanisms and logical controls as prescribed by Chief Information Security Officer (**'CISO'**).

#### 4. Dealing with External Entities

- a) **Interaction with the Regulatory authorities:** Interaction with any Regulatory Authorities like SEBI and IRDA, PFRDA, Stock Exchanges, Depositories and AMFI shall be done only by the concerned Head of Businesses and/or CEO.
- b) **Contact with the Electronic and Print Media:** No employee, other than the person so authorised by the Control Group, shall discuss the affairs of the Company or its subsidiaries with Media and/or post anything on Social Media. In the absence of any such person so appointed, such person by default shall be the CEO.

#### 5. Confidential & Proprietary Information and Data Protection

- Confidential & Proprietary Information includes without limitation, any information in the possession of the Company designated as such viz., all documents, computer programs, software products, designs, patents, trademarks, inventions and any other copyright material produced by the Company and information in whatever form regarding the Company's business plans, methods, financial data, personnel, suppliers, customers and partners.
- The employee must not without appropriate authority, disclose to any third party and/or use for his/her own benefit any confidential & proprietary information. The employees may share the information only on 'need to have' and 'need to know' basis. The employee must not without due permission possess and/or make copies of such confidential & proprietary information.
- The employee must adhere strictly to the specific security measures and internal controls that have been established by the Company for protection of information / data and safeguarding the integrity and validity of computer systems in the manner prescribed by Information Security Policy. Every employee shall ensure compliance of standards prescribed as per ISO 27001 guidelines and cooperate with the CISO and Head of Information Technology in ensuring the Information Security, Data Protection and Privacy as required by law or under any such Policy adopted and maintained from time to time

#### 6. Records Management

Employees need to be aware of their record keeping responsibilities and they should adhere to proper records management practices and procedures.

All employees must ensure that Company's documents are placed in line with proper records management procedures as prescribed under Information Security Policy/ or respective departmental Standard Operating Procedures ("**SOP**").

Employees may remove or replace any control documents from official files only with proper authorization and approval(s). These are controlled records, and must be complete and up-to-date at all times with capability of providing organisational accountability when officially scrutinised.

Employees must not damage, dispose of, or in any other manner, interfere with official documents or files. The destruction of records shall be duly approved by the line manager and shall be conducted as per the purging procedures which have been provided under Information Security Policy and as prescribed under SEBI guidelines, as amended from time to time.

## **7. Policy on Countering Bribery**

No employee shall involve in offering or receiving any bribe or its equivalent in any form. It shall be the responsibility of every employee to bring any such incident to the notice of the Control Group. Every agreement entered with the vendors or service provider shall carry suitable provisions mentioning that it shall not involve itself in offering or receiving any bribe or its equivalent in any manner whatsoever.

## **8. Client Entertainment and Gifts**

No employee shall give or receive gifts unless a prior approval for the same is taken from the Head of Human Resources. Such act should not compromise the interests of the Company in any manner whatsoever. Following are broad guidelines:

- a) All Gifts received by any employee shall be reported to the Head of Human Resources. Such Gifts shall be entered in a Gifts Register and maintained by Department of Human Resources and released only if is not prejudicial to the interests of the Company and value of which should be within the threshold as prescribed by the Company from time to time.
- b) All Gifts so intended to be given to the clients should be pre-approved by the Reporting Line Manager and should mandatorily be entered in the Gifts Register maintained by the Department of Human Resources.

## **9. Dual Employment and Directorships and Vested Interest**

- a) No employee shall be permitted dual employment or directorship, unless permitted by the Head of Human Resources due to any exceptional circumstances.
- b) No employee shall join the competitors or the client of the Company for a period of 1 (one) year from the date of being relieved from the employment of the Company.
- c) An Employee shall voluntarily disclose any relative working in the Company

## **10. Dealing with Clients**

- a) An employee who receives any complaint from any Investor, Client or Government bodies shall acknowledge the receipt within 2 (two) working days and shall resolve the complaint within 14 working days. If the redressal of the complaint requires more time, the same shall be communicated to the complainant duly acknowledging the receipt of the complaint within 2 (two) working days.
- b) All replies being sent to the Investor, Client and Government bodies shall be duly approved and/or authorised by the concerned Head of Department.
- c) An Inward Register and Outward Register shall be maintained and updated by every department in the Company.

## **11. Work Culture**

It shall be the responsibility of every employee to ensure the following:

- a) Implement highest degree of transparency, integrity, accountability and corporate social responsibility.

- b) Ensure company's assets are protected and efficiently used for legitimate official purposes. Comply with all applicable policies, procedures, codes, rules & regulations; manuals, circulars, internal guidelines, etc.
- c) Comply with any lawful and reasonable direction given by someone who has authority to give such direction.
- d) Maintain highest standards of confidentiality while dealing with the data and information relating to work, company, client and employees. Promptly inform the CISO in the event of any violation of confidentiality.
- e) Report to the Head of Compliance any case of suspicious activity pertaining to misappropriation, cash dealing, money laundering, funding of terrorist or anti-social activities, *et cetera*.
- f) Report to the Head of HR on any unethical and/or immoral events or actions that may materially impact the business interests of the Company.
- g) At all times ensure compliance with Governmental laws, rules, notifications and regulations applicable to the Company's business, and in case of any doubt reach out to the Head of Compliance for necessary consultation or advice.
- h) Treat everyone with respect and courtesy. Company reserves the right to take disciplinary action including termination in case of the conduct of the employee is found to be lacking respect and courtesy.
- i) Deal on behalf of the company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by the third parties or clients.
- j) Carry the identity card and employee should identify himself as an employee of the Company.
- k) Act with due skill, care and diligence in the conduct of all the activities.
- l) Disclose and take reasonable steps to avoid, any conflict of interest (real or apparent).
- m) Each employee should deal fairly with customers, suppliers, agents/ competitors, and other employees of group companies.
- n) Do not indulge in improper discharge of employee's duties, status, power or authority, in order to gain, or seek to gain, a benefit or advantage for the employee by himself or for any other person.
- o) Do not provide false or misleading information to anybody, in response to a request for information that is made for official purposes.
- p) Do not indulge in exploitation of Insider information,
- q) Do not indulge in or become party to creation of false market, price rigging, manipulation, insider trading etc. For the purpose of definition of these terms appropriate SEBI regulation may be referred to (in addition to referring to Employee Trading policy for more information).

## 12. Unfair Treatment

- a) In the event any employee is aggrieved due to any unfair treatment meted out to him/her in the Company, he/she may approach the Grievance Redressal Committee in writing through any e-mail addressed to [grievance@kfintech.com](mailto:grievance@kfintech.com) for seeking remedial measures.
- b) Such Unfair Treatment shall include ill treatment, bias or favouritism by an employee or a group of employees.

## 13. Whistle Blowing

- a) Any employee of the Company whether permanent, temporary and contract employee may report an unethical practice or malpractice of any other employee or group of employees within and/or outside the Company without any fear or threat of being put to harm in any manner may approach the Whistle Blower Committee by writing to [whistleblower@kfintech.com](mailto:whistleblower@kfintech.com).

#### 14. Prevention of Sexual Harassment

- a) The Company believes that all employees should, (a) have the opportunity to work in an environment free from sexual harassment, (b) complement each other as equals, and (c) have the right to be treated with utmost respect and dignity (*Kindly refer to POSH Policy for more information*).
- b) The employee aggrieved due to sexual harassment may file a Complaint with Internal Complaints Committee ('**ICC**') by writing to [posh@kfintech.com](mailto:posh@kfintech.com).
- c) The Disciplinary Action for Sexual Harassment may, amongst other things, include dismissal from employment with the Company.

#### 15. Things to be avoided

- a) Do not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealings or practices.
- b) Do not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence the employee to act in any manner other than in the best interests of the Company.
- c) Do not indulge in misappropriation or pilferage of funds.
- d) Do not discuss compensation, incentives or any other earnings with anyone else.
- e) Avoid situation which could result in clash of personal interest with that of official interests. In the event of any doubt, the employee should take appropriate guidance or counsel from Head of HR.
- f) Do not publish, print or send any material like leaflet, descriptive literature or circulars, which shall be treated as an advertisement as per SEBI Regulations, unless the same is cleared by the Head of Compliance.
- g) Do not render, directly or indirectly, any investment advice about any security in the publicly accessible media, whether real-time or non-real time without due authorisation by the Head of Compliance and/or the CEO.
- h) Do not use rude, abusive, obscene and unprofessional language with any customers, business partners, employee or colleagues. Do not make sexual remarks and display any sexual conduct. Company is Zero tolerant to such conduct and reserves the right to take disciplinary action including termination of employment in all such cases.

#### 16. Dress Code

##### a) Men

- Formal Attire (Formal shirt & trouser) from Monday to Thursday.
- Business Casuals do not include slippers, sandals or the kind.
- Employees should be well groomed, dressed neatly and wear shoes that fit professional attire.
- Marketing & front office need to wear a tie.

##### b) Women

- Formal Attire (salwar kameez, saree or formal business suit) from Monday to Thursday.
- Business Casuals do not include slippers, loud shoes/ footwear, or the kind
- Employees should be well groomed, dressed neatly and wear shoes that fit professional attire.
- Appropriate make-up, no excessive jewellery & other accessories.

#### 17. Attendance & Punctuality

The Company relies on all employees to contribute productively to its success and profitability.

Regular attendance and punctuality are expected of all employees. When tardiness or absence is unavoidable, an employee must notify his or her direct manager prior to the normal start time, or in the case of an unexpected emergency, as soon as reasonably possible.

An employee who is absent without taking due approval either from the reporting line manager or the HR for a continuous period of five (5) days would automatically be moved out of HRIS/HR system. Re-login shall be permitted only upon due authorisation from the reporting line manager.

## **18. Hours of Work**

While the normal work week consists of forty-eight (48) hours, the work timings may vary from department to department.

Employees may be permitted to work beyond the scheduled working hours only upon taking due permission from the Reporting Line Manager and/or Head of the Department.

## **19. Alcohol and un-prescribed drugs**

Consumption, possession or illegal trafficking of alcohol, psychotropic drugs is strictly prohibited under the law during the course of employment

Any employee coming across any such breach of discipline shall immediately report the matter to HR Department. The Company reserves the right to take any appropriate disciplinary action, which may include immediate termination of employment.

## **20. Smoking**

Smoking is strictly prohibited within the premises of the Company.



**EMPLOYEE DECLARATION**  
**(To be submitted to the HR at the time of joining)**

I Mr. /Ms. \_\_\_\_\_ confirm and declare that:

I have read completely and understood this Policy on Employee Code of Conduct and undertake to strictly abide by the same, in its entirety as required by the Company at all times.

I am aware that any act in contravention to the above provision(s) on my part shall attract initiation of appropriate legal actions as deemed fit by the Company. I further acknowledge and agree that I shall assist the Company by disclosing any necessary information, whenever sought, during the course of my employment with the Company.

If I have questions concerning the interpretation or application of the Policy on Employee Code of Conduct or any other Company policies, or the legal and regulatory requirements applicable to my employment, I am aware that I can consult my reporting manager, the Office of Compliance, the Human Resources Department or the Legal Department, knowing that such questions or reports to these sources will be maintained in strict confidence.

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**Employee Name & Signature**

**Date:** \_\_\_\_\_

**Place:**