



SIS Limited

Policy on disclosure of conflict of Interest

Effective from July 28, 2021

1.1 Preface

This policy provides the guidelines for conducting business of SIS Limited (“**the Company**”), its subsidiaries and affiliate companies (“**SIS Group**”). This policy is applicable to all employees and members of the Board of Directors and other stakeholders including but not limited to employees, suppliers, vendors, partners, consultants, third parties who have a business relationship with and provide, sell, seek to sell, any kinds of goods or services to the Company or any of its subsidiaries and affiliates.

The Company takes all reasonable steps to identify, eliminate or manage conflicts of interest which may arise during the course of its business activities. The Company is committed to act honestly, fairly and professionally and in the best interests of its clients. This policy establishes appropriate procedures and systems to manage those conflicts.

The SIS group practices high standards of –

- (i) maintaining confidential information related to employees, business details, intellectual property rights, vendor list with utmost care;
- (ii) diversity and non-discrimination based on national origin, race, caste, religion, gender, creed, etc.;
- (iii) harassment free, safe, and healthy work environment – providing a comfortable and safe working environment to everyone and encouraging each one to give their best and contribute ethically to reach the ultimate goal of the business.

1.2 Definitions

The following expressions, wherever used in this policy, shall have the meaning as defined below:

“**Board/Directors**” means the Board of Directors of the Company.

“**Conflict of Interest**” means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

“**Stakeholders**” includes employees, suppliers, vendors, partners, consultants, third parties, etc.

2.1 Conflict of Interests

Indicative scenarios, situations or relationships that may lead to actual, potential or perceived conflict of interest are as follows:

- a. Entering into any transaction with a stakeholder which is in, or likely to have a, conflict with the interests of the Company/SIS Group and engaging of any of its relative(s), or any other related person or entity, for the purposes of the personal interest involved.
- b. Taking up of any position or engagement in the stakeholder's business whether through personal relationships, investments or any kind of economic ties that may be prejudicial to the interest of the Company/SIS Group.
- c. Taking up of employment directly or indirectly as an officer, employee, consultant or agent of a competitor or client and engaging in an activity that is in competition with Company.
- d. Conducting business as a representative of the Company, with an entity in which you hold a financial or commercial interest, or are affiliated to. This interest may be held directly in a personal capacity or indirectly via a closely related person.
- e. Acting as consultants/advisors in any form to any government/regulatory body/industry association, which can influence the Company's business.
- f. Recommendation to any of Business Partners candidature of own friends / relatives for a career opportunity in favour of prospective business by the Company.
- g. Appointment of a relative in a position wherein, one relative can influence/benefit the other relative's employment, recommendations or judgments related to matters of day to day works, appraisal, compensation, hiring, retention, transfer, leave requests, etc.
- h. Having direct or indirect financial interest in a competitor or client or managers, or subordinate employees or peers of Company.

2.2 Dealing in securities of the Company by Employees/Stakeholders

Employees, their Immediate Relatives or Stakeholders shall not enter into any derivative transactions with respect to the shares of the Company. They shall not trade in securities of the Company when in possession of Unpublished price sensitive information (“UPSI”) shared by the Company/SIS group during the course of engagement as they may be subject to penalties under insider trading laws.

‘Immediate Relative’ means spouse, and includes parent, sibling, and child of the employee or of the spouse, if any of them is financially dependent on the employee or consults the employee in taking decisions relating to trading in securities of the Company.

3. Reporting Procedure

- a. In case of any conflict of interest arising at the time of empanelment or during engagement, stakeholders are required to promptly disclose such situations to the Company.
- b. When a conflict of interest arises, the board of directors will collect the relevant information and may question any concerned stakeholders. If the board determines that a conflict exists, steps will be taken to address to conflict. If no conflict exists, the inquiry may be documented but no further action will be taken.
- c. If an actual conflict of interest is found, any transactions that have been affected will be reviewed. Affected parties both within and outside of the business will be notified. An investigation will also be conducted by the board of directors to determine the extent of the conflict and the intentions of the parties involved.
- d. As all conflicts of interest will be reviewed on a case-by-case basis, a review may result in disciplinary action. The board of directors has full discretion to deem what disciplinary action is both fitting and necessary, including suspension and/or termination of employment/contract.

4. Waivers

Any waiver of any provision of this Policy for employees or stakeholders must be placed for approval before the Company's Board of Directors, as appropriate.

5. Non-Adherence

All instances of non-adherence to the Code of Conduct should be brought to the attention of the immediate reporting authority.

6. Review

Stakeholder Relationship Committee shall review this policy once in a year.

7. Amendment to the Policy

The provisions of this Code can be amended or modified by the Board of Directors from time to time as suggested by Stakeholder Relationship Committee and all such amendments/modifications shall take effect from the date stated therein.