

KFIN TECHNOLOGIES LIMITED (“KFINTECH”)

Document Name

Code of Conduct and Business Ethics

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SIGNATORIES

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VERSION

Version	Date	Description	Description of Changes
1.0	May 23, 2020	Employee Code of Conduct & Business Ethics	New Policy
1.1	Mar 5, 2021	Employee Code of Conduct & Business Ethics	Amendment in Policy
2.0	October 05, 2023	Employee Code of Conduct & Business Ethics	Updated clauses w.r.t. dress code, Client Entertainment and Gifts, Unfair treatment and employee declaration, etc.
3.0	June 10, 2026	Employee Code of Conduct & Business Ethics	<ol style="list-style-type: none"> 1. Expanded the definition of KFin Technologies Limited to include its subsidiaries, joint ventures and branches (colly. KFinTech) 2. Added explicit requirement for every employee to sign an “Employee Declaration” acknowledging receipt, understanding and compliance to the policy.

			<ol style="list-style-type: none"> 3. Clarified disciplinary consequence for breaches under this policy. 4. Added clarification regarding the employment terms and conditions. 5. Expanded the scope of the policy to cover Company, Board, KMPs, all employees (permanent/temporary) and/ or any other stakeholders. 6. Expanded the scope of the policy to cover activities incl. strategic planning, risk mgmt., financial reporting, and stakeholder engagement. 7. Updated the list of duties of the HODs/Zone/Regional Heads and Designated Compliance Officer. 8. Addition of clause w.r.t employees' responsibilities and duties. 9. Addition of clause w.r.t Prohibition on reporting of false or misleading information and disciplinary action against violation of the policy.
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1. PURPOSE

- 1.1 KFin Technologies Limited including its subsidiaries, joint ventures and branches (collectively referred to as ‘**Company**’/ ‘**KFintech**’) 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 / regulations in force in this regard.
- 1.2 The Company and its employees’ must always act with integrity to ensure the Company is trusted by its business partners, customers and/or any other stakeholders.
- 1.3 The Code of Conduct and Business Ethics (“**Policy**”) is a central policy document, outlining the requirement that every single person working with and for the Company, must comply with this policy regardless of their location. The Code provides a basis for all employees to maintain a working environment that is productive, positive, enjoyable, safe, and free from harassment and discrimination.
- 1.4 Every employee will be required to sign an “**Employee Declaration**” as appended at the end of this document as an acknowledgement of the employee having received, read, understood and agreed to comply with all provisions of this Policy.
- 1.5 Failure to observe the terms set forth in this Policy may result in disciplinary action, including immediate termination of employment or other relationship with the Company.
- 1.6 Every employee shall be bound by the employment terms and condition as covered within the ambit of this Policy.
- 1.7 This Policy, as amended from time to time, shall be made available at HR portal.

2. SCOPE AND APPLICABILITY

- 2.1 This Policy applies to:
 - (a) The Company;
 - (b) The Board of Directors, Key Managerial Personnel (KMP), employees (permanent or temporary) and/or any other stakeholders of the Company;
 - (c) All activities, operations and decision-making processes conducted by the Company including but not limited to strategic planning, risk management, financial reporting and stakeholder’s engagement.

3. RESPONSIBILITY MATRIX

A. The Heads of the Departments, Heads of the Zones & Regions and Designated Compliance Officer, shall be responsible to :

- i. Promote and maintain strict compliance with the Policy across their team and act as a role model for ethical conduct.
- ii. Ensure that all the team members are familiar with the Policy and that they follow it by letter and spirit.
- iii. Oversee and ensure the timely execution of employee declarations acknowledging their understanding and acceptance of the Policy.
- iv. Hold such team members accountable for any breach of this Policy.

B. Every Employee shall be responsible to:

- i. Adhere to and adopt the company's practices for ethical business conduct, including applicable legal and regulatory requirements.
- ii. Avoid unethical behavior (e.g., theft, bribes/kickbacks, harassment, discrimination, safety/security/environmental disregard, unauthorized disclosure of trade secrets/proprietary information, improper sales practices, unethical customer advice, fraudulent transactions, conflicts of interest, improper financial/accounting practices, circumvention of internal controls/regulatory norms, breach of AML/KYC norms, improper political contributions, or any conduct compromising company values or constituting criminal activity).
- iii. Report suspected or attempted fraudulent transactions, non-compliance, AML/KYC violations, or other suspected criminal activity to HR.
- iv. Not engage in threats, retribution, or retaliation against anyone who, in good faith, reports a violation or assists in an investigation.

4. CONTROL GROUP

- 4.1 The Control Group shall consist of
- (1) Chief People Officer
 - (2) Chief Compliance Officer, and
 - (3) Chief Operating Officer.

The email of the Control Group shall be **controlgroup@kfintech.com**.

- 4.2 The minimum quorum for holding a meeting of the Control Group shall be not less than 3 (three) members and shall be held in such frequency as and when required.
- 4.3 The Control Group shall be responsible for ensuring that the 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').

5. DEALING WITH EXTERNAL ENTITIES

- 5.1 **Interaction with the Regulatory authorities:** Interaction with any Regulatory Authorities like SEBI, IFSCA, PFRDA, Stock Exchanges, Depositories and AMFI shall be done only by the concerned Head of Businesses and/or CEO and their respective team members.
- 5.2 **Contact with the Electronic and Print Media:** No employee, other than the person authorized by the Control Group, shall discuss the affairs of the Company with Media and/or post anything on social media. If no person is appointed by the Control Group, such person by default shall be the CEO.

6. CONFIDENTIAL & PROPRIETARY INFORMATION AND DATA PROTECTION

- 6.1 Confidential & Proprietary Information includes without limitation, any information in the possession of the Company such as 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.
- 6.2 Employees must not, without appropriate authority, possess and/or make copies, 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.
- 6.3 Employees have an obligation to ensure that professional information is secured against loss, misuse, unauthorized access or modification. In this regard, 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 comply with the standards prescribed as per ISO 27001 guidelines and the internal procedures to ensure the Information Security, Data Protection and Privacy as required by law or under any such Policy adopted and maintained from time to time.

7. RECORDS MANAGEMENT

- 7.1 Employees need to be aware of their record-keeping responsibilities and they should adhere to proper records management practices and procedures.
- 7.2 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").
- 7.3 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 the capability of providing organizational accountability when officially scrutinized.

- 7.4 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 the Information Security Policy and as prescribed under SEBI guidelines, as amended from time to time.
- 7.5 False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval (e.g. Expenses claimed as per travel Policy) are strictly prohibited and violate the company's policy and the law. Any willful material misrepresentation of and/or misinformation of the financial accounts and reports shall be regarded as a violation of the Code of Conduct apart from inviting appropriate civil or criminal action under the relevant law and / or disciplinary action as deemed fit, including discharge.

8. POLICY ON COUNTERING BRIBERY AND CORRUPTION

No employee shall be involved 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.

9. CLIENT ENTERTAINMENT AND GIFTS

No employee shall give or receive gifts unless prior approval for the same is taken from the Head of Human Resources, except sweets, dry fruits of reasonable value as customary Diwali gifts. Such an act should not compromise the interests of the Company in any manner whatsoever. Where, employees have any questions about the appropriateness of accepting a gift, invitation, raffle or other prize, employee should disclose and discuss the matter with their manager prior to participation or acceptance. Following are broad guidelines to be followed by the Employee:

- i. 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.
- ii. 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.

10. DUAL EMPLOYMENT, DIRECTORSHIPS AND VESTED INTEREST

- 10.1 No employee shall be permitted dual employment or directorship, unless permitted by the Head of Human Resources and Head of Legal due to any exceptional circumstances.
- 10.2 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.
- 10.3 An Employee shall voluntarily disclose to the Human Resource Department any relative working in the Company.

10.4 Employees must not allow personal, financial, or relational interests to influence or appear to influence their business decisions and are responsible for promptly disclosing any actual or potential conflicts of interest to the relevant authority to maintain transparency, integrity, and compliance with the organization's ethical and regulatory expectations.

11. DEALING WITH CLIENTS

11.1 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.

11.2 All replies being sent to the Investor, Client and Government bodies shall be duly approved and/or authorized by the concerned Head of Department.

11.3 An Inward Register and Outward Register shall be maintained and updated by every department in the Company.

12. WORK CULTURE

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

- i. Implement the highest degree of transparency, integrity, accountability and corporate social responsibility.
- ii. 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.
- iii. Comply with any lawful and reasonable direction given by someone who has authority to give such direction.
- iv. 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.
- v. Any case of suspicious activity pertaining to misappropriation, cash dealing, money laundering, funding of terrorist or anti-social activities, *et cetera*, should be reported as per Whistle Blower Policy.
- vi. Any unethical and/or immoral events or actions that may materially impact the business interests of the Company should be reported through Grievance Redressal Tool
- vii. 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.
- viii. Treat everyone with respect and courtesy. The 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.
- ix. 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 third parties or clients.
- x. The employee shall at all times carry the identity card and should identify himself as an employee of the Company.

- xi. Act with due skill, care and diligence in the conduct of all the activities.
- xii. Disclose and take reasonable steps to avoid any conflict of interest (real or apparent).
- xiii. Each employee should deal fairly with customers, suppliers, agents/ competitors, and other employees of group companies.
- xiv. 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.
- xv. Do not provide false or misleading information to anybody, in response to a request for information that is made for official purposes.
- xvi. Do not indulge in exploitation of Insider information,
- xvii. 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 Code of Conduct For Prohibition Of Insider Trading -As a Company with listed Securities for more information).

13. UNFAIR TREATMENT

- 13.1 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 by raising a request in Grievance Redressal Tool. Please refer to **Grievance Redressal Policy**.
- 13.2 Such Unfair Treatment shall include ill treatment, bias or favoritism by an employee or a group of employees.

14. WHISTLE BLOWING

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. Please refer to the Whistle Blower and Vigil Mechanism Policy.

15. PREVENTION OF SEXUAL HARASSMENT

- 15.1 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
- 15.2 The employee aggrieved due to sexual harassment may file a Complaint with Internal Complaints Committee ('ICC') by writing to posh@kfintech.com.
- 15.3 The Disciplinary Action for Sexual Harassment may, amongst other things, include dismissal from employment with the Company.

15.4 Please refer to the **Policy for Prevention of Sexual Harassment at Workplace**.

16. 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 authorization 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.

17. DRESS CODE

Employees are expected to dress appropriately as per the professional requirements. Employees should be well groomed, dressed neatly and wear shoes that fit professional attire. Please refer to the Dress Code Guidelines available on the HR portal.

18. ATTENDANCE & PUNCTUALITY

- 18.1 The Company relies on all employees to contribute productively to its success and profitability.
- 18.2 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 emergency, as soon as reasonably possible.
- 18.3 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 authorization from the reporting line manager.

19. HOURS OF WORK

- 19.1 While the normal work week consists of forty-eight (48) hours, the work timings may vary from department to department.
- 19.2 Employees may be permitted to work beyond the scheduled working hours only upon getting due permission from the Reporting Line Manager and/or Head of the Department.

20. ALCOHOL AND UN-PRESCRIBED DRUGS

- 20.1 Consumption, possession or illegal trafficking of alcohol, psychotropic drugs is strictly prohibited under the law during employment.
- 20.2 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.

21. SMOKING

Smoking is strictly prohibited within the premises of the Company.

22. AMENDMENT TO THIS POLICY

KFINTECH reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within KFINTECH. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

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 the Employee Code of Conduct and Business Ethics and undertake to strictly abide by the same, in its entirety as required by the Company at all times.

I have also read completely and understood Code of Conduct as a Company with Listed Securities to Regulate, Monitor and Report Trading by Designated Persons and Code of Conduct as Intermediaries and Fiduciaries to Regulate, Monitor and Report Trading by Designated Persons (“**PIT Codes**”) and undertake to strictly abide by the same, in its entirety as required by the Company at all times (*applicable only for designated persons as defined under the PIT codes*).

I am aware that any act in contravention of 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 my employment with the Company.

If I have questions concerning the interpretation or application of the Policy on Employee Code of Conduct and Business Ethics 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.

Employee Name:

Employee ID:

Signature Date:

Place: