



CODE OF BUSINESS CONDUCT

OF

FINCFRIENDS PRIVATE LIMITED

Version 2

**Approved by the Board of Directors of
FincFriends Private Limited**

On

27th September 2024

**Mr. Artem Andreev
Chief Executive Officer**

PURPOSE& SCOPE

The purpose of the Code of Business Conduct (the “Code”) is to promote honest, ethical and professional business conduct and to ensure compliance with laws, regulations rules, and codes of conduct applicable to the Company’s activities in India (together, “compliance with laws, rules and standards”) in order to protect the business and reputation of the Company as well as the best interests of the shareholders and other stakeholders.

The Code covers a wide range of business activities, practices and procedures. It sets out key principles designed to guide all Staff. All of our Staff must conduct themselves in accordance with this Code and seek to avoid even the appearance of improper behaviour.

The aim of the Code is also to encourage the Staff to report suspected wrongdoing as soon as possible, in the knowledge that the Staff concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected. The Staff will be provided with guidance as how to raise those concerns. The vigil mechanism as prescribed under this Code shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the member(s) of the Board (or appropriate officer authorised by the Board in this respect). Any of the Staff who violates the requirements of this Code will be subject to disciplinary action.

Related Documents

The Policy represents an integral part of the policy framework mainly laid down by the Company time to time.

Regulatory Context

This Policy takes into account the regulatory documents published by regulatory bodies, in particular, Guidance Note on Operational Risk Management and Operational Resilience issued by RBI on April 30, 2024, as amended time to time.

DEFINITIONS

The definitions of some of the key terms used in this Code are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the Code.

“Authorised Director” means the Chief Executive Officer or the director being the member of Board hereby authorised to act as an “Authorised Director” for receiving all Whistle Blowing Concerns in exceptional cases and to take/ prescribe suitable directions/actions in this regard.

“Board” or “BoD” means Board of Directors of the Company.

“Investigating Authority” means the employee designated as such by the Authorised Director, preferably in the Human Resource function, who shall carry out the enquiry/ investigation as per the instructions received from Authorised Director.

“Potential Red Flags” includes, but not limited to, the following red flags which may indicate that wrongdoing is taking place or give grounds to raise suspicion:

- a) a customer or agent that has close ties to a government, government owned company or other relevant third party;
- b) large payments for lavish meals or entertainment and travel expenses for third parties;
- c) pressure being exerted for payments to non-customers to be made in cash, urgently or ahead of schedule;
- d) payments being made through a third country unconnected with business being undertaken;
- e) lack of transparency in expenses and accounting records of an agent or other relevant third party;
- f) unexpected or illogical decisions being made accepting projects or contracts;
- g) unusually smooth process of matters where individual does not have the expected level of knowledge or expertise;
- h) departure from usual tendering/contracting processes where applicable;
- i) missing documents or records regarding meetings or decisions;
- j) Company procedures or guidelines not being followed;
- k) refusal to agree non-corruption provisions in agreements; and/or
- l) statements that should put one on notice, such as an agent boasting about his connections or recommending that the company not ask how he/she is able to get things accomplished.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity, including but not limited to the following, and it should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern:

1. Breach of the Company’s Code of Conduct, Group internal policies and procedures
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations, miscarriages of justice and criminal activity
6. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross wastage/misappropriation of Company funds/assets
10. Bribery and / or corruption;
11. Any conduct which is likely to damage Company reputation;
12. Deliberate concealment of any of the above matters.

“**Staff**” means and includes all full-time and part-time employees, function heads, directors, consultants, contractors, interns, trainees, or any other third party acting on behalf of the Company or performs any services for or on behalf of the Company.

“**Whistle Blowing Concern**” means any Potential Red Flags, or Protected Disclosure, or genuine concerns of Staff or other party related to the suspected wrongdoing or danger affecting any of the Company activities that should be reported under this Code. This may include:

- criminal activity
- threatening, bullying, harassment
- miscarriages of justice
- danger to health and safety
- damage to the environment
- failure to comply with any legal or professional obligation or regulatory requirements
- bribery and / or corruption
- financial fraud or mismanagement
- negligence
- breach of internal policies and procedures (including this Policy)
- conduct likely to damage Company reputation
- unauthorised disclosure of confidential information
- the deliberate concealment of any of the above matters.

ROLES AND RESPONSIBILITIES:

Board of Directors:

The Board of Directors in particular:

- a) Approves implementation of this Code,
- b) Responsible for the overall control and supervision of this Code,
- c) Setting the direction and tone of the Code and practices in line with this shared value of integrity,
- d) Carry out their responsibilities honestly, in good faith and with integrity,
- e) Supports the ethical conduct within the Company.
- f) Authorise CEO or any of its members (hereinafter referred as “Authorised Director”) for receiving all Whistle Blowing Concerns including Protected Disclosures, and Potential Red Flags in exceptional cases.

Authorised Director

The Chief Executive Officer, or member of the BoD thereof, being appointed as the “Authorised Director”, to receive all Whistle Blowing Concerns in exceptional cases and to take/ prescribe suitable directions/ actions in this regard including appointment of Investigating Authority for such cases. The Authorised Director, if deems fit, may delegate its responsibility to any senior employee of the Company, with the authority to deal with all Whistle Blowing Concerns

received and to take/ prescribe suitable directions/actions. Further, the Authorised Director in particular:

- a) Carry out their responsibilities honestly, in good faith and with integrity,
- b) Supports the ethical conduct within the Company.
- c) Review the functioning of this Code and review the reported Whistle Blowing Concerns, their status and action taken thereon.

Human Resource (HR) Function:

HR Function in particular:

- a) Executes local processes and procedures on the Company level including proper training of the Staff on the Code,
- b) After proper investigation, if improper or unethical act has been committed, take disciplinary or corrective action as it may deem fit on the recommendation of Investigating Authority and on directions of Authorised Director.

Investigating Authority:

The Investigation Authority, in particular:

- a) Carry out due process of enquiry/ investigation for the Whistle Blowing Concerns reported by the Staff,
- b) Report of all Whistle Blowing Concerns to the Authorised Director, and
- c) After proper investigation, if improper or unethical act has been committed, recommend disciplinary or corrective action as it may deem fit.

Staff:

The Staff in particular:

- a) Conducts the Company's business in an honest and ethical manner,
- b) Conducts in compliance with this Code and internal rules of the Company,
- c) Shall raise Whistle Blowing Concerns in accordance with this Code.
- d) Cooperate and coordinate with Investigating Authority for investigating Whistle Blowing Concerns.

KEY PRINCIPLES

Compliance with Applicable Laws & Company Values

Staff should at all times comply with the legal and statutory requirements relating to their area of control / work. In case of doubt regarding legal / statutory implications, the matter should immediately be referred to the Compliance Department for clarification.

To assist in the effort of sound awareness, the Company must provide to their Staff appropriate compliance manuals and various policies and procedures which provide guidance for complying with applicable laws, rules and standards. All Staff will be provided adequate

training on policies, procedures and regular legal updates. The compulsory training shall include training on process the Staff needs to follow for performing his/ her work, ethical/ professional behaviour required and the relevant regulatory compliances that need to be adhered on the job. The Staff shall be required to attend all such training sessions and pass any tests that may be assigned thereafter.

Professional & Ethical Conduct

The Company seeks to outperform its competition fairly and honestly. The Company seeks competitive advantages through superior performance, not through unethical or illegal business practices.

Staff who visibly exhibit high professional and ethical standards become role models for others in the organization and raise its overall level of professional behaviour. In dealing with each other, Staff shall uphold core values of trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self-respect and human dignity. The most productive environment is that where Staff are valued and treated with respect and dignity and where there is no unethical behaviour. Ethical behaviour encompasses the concepts of honesty, integrity, probity, diligence, fairness, trust, respect consistency and respect to privacy. It includes avoiding conflicts whenever possible, and not making improper use of an individual's position or of someone else's work without proper acknowledgement. Nobody should be forced to listen to bad language or insults or be belittled in front of others in any way.

In areas such as selection and recruitment, meritocracy shall be the only criterion and all managers will scrupulously avoid considerations other than merit and suitability. Performance management systems including appraisals, remuneration and rewards shall focus on meritocracy, equity and upholding of Company values.

Women shall be treated with utmost respect and dignity and women's grievances are to be referred to the committee constituted for this purpose under the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. The Company shall not tolerate any kind of sexual harassment including unwanted sexual advances, sexual jokes, subtle or overt pressure for sexual favors, sexual innuendoes, and offensive propositions. Likewise, the Company will not tolerate workplace harassment or violence of any kind. This includes threats, intimidation, and bullying, subjecting individuals to ridicule or unwarranted exclusion.

Drunken / disorderly conduct by Staff will be viewed extremely seriously and may result in termination of service. The behaviour of all Staff should at all times be of highest standards that upholds and enhances the image of the Company.

The Company attaches great importance to a healthy environment and to the safety of its Staff. Good physical working conditions, high standards of hygiene and housekeeping are essential. All serious accidents are to be reported as soon as possible with a detailed report to the HR

Department. Particular attention should be paid to training of Staff to increase safety awareness and adoption of safe working methods.

Business Relationships and Company Activities

In its relationships with business counterparties and customers, the Company and the Staff, as a part of their business or marketing activities, provide only true and accurate information. The Staff obtains information on competitors, business counterparties and customers only in a manner that complies with legal regulations and from legal sources. Within their activities, the Company and the Staff never knowingly state untrue or distorted information on competitors, their products, services, or performance.

The Staff is prohibited from entering into any agreements with competitors, no matter whether an agreement is oral, written, or implied, formal or informal, in relation to any aspects of competition, namely price, sales conditions, product range, preferential terms of supply of goods or services or any agreement that could have prohibited impacts on competition. The Staff is obliged to avoid any act that could be assessed as an attempt of the Group or Company to achieve an unjustified advantage in an award of a public contract in a public tender or a public auction, or of affecting their course.

Prior to entering into a transaction, the relevant Staff should strive to obtain assurance within their reasonable means that their potential business counterparty is not involved in any illegal activity and that resources and profits of this business counterparty are legal and closing of the transaction would not be in contradiction to the provisions of the Anti-Money Laundering Policy and Sanctions Screening Policy.

Relationships with Public Authorities

The Company cooperates with public authorities according to all relevant rules and openly. All legally effective decisions and binding instructions of public authorities must be fully respected. The Company and the Staff are obliged to refrain from any activities that could give rise to any doubts about the nature of their relationships with public officials, specifically in situations where officials are awarding contracts on behalf of public authorities. The Staff must never and under no circumstances attempt to illegally influence decisions and procedures of public authorities. Rules on gifts which can be provided to public officials should be described by the HR Department.

Conflict of Interest

All Staff must avoid situations in which their personal interest could conflict with the interest of the Company. The guiding principle is that any conflict or potential conflict must be disclosed to higher management for guidance and appropriate action. Staff should never compromise personal integrity. Every decision-making authority having any kind of conflict of interest in a matter under consideration should alienate himself/ herself from the decisions making process.

Under no circumstances may a Staff offer bribes or similar considerations to any person whatsoever for the purpose of influencing such person in business dealings. Any advantage given in the conduct of the Company's business should be in accordance with the Company's prevailing policies on such matters, if any.

Transparency & Auditability

All Staff shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, involvement of more than one manager in recording decision logic and maintaining supporting records. All managers shall voluntarily ensure that their areas of operations are open to audit and the conduct of their activities are totally auditable.

Corporate Opportunities

The Staff is prohibited from taking for themselves personal opportunities that are discovered through the use of corporate property, information or position without the consent of the Chief Executive Officer. In case of the director or Chief Executive Officer of the Company, the consent of the Company Board shall be taken. No Staff may use corporate property, information, or position for improper personal gain, and no Staff may compete with the Company directly or indirectly. The Staff owes a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Protection of Company Assets & Cost Consciousness

No Staff shall misuse Company facilities. Except where such facilities have been provided for personal use either by policy or specific permission, no Staff shall use Company facilities for personal use.

Even in their use for Company purposes, Staff shall exercise care to ensure that costs are reasonable and there is no wastage. Staff shall avoid ostentation in Company expenditure.

Staff should endeavour to protect Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's technology, equipment or other resources should not be used for any non-Company business.

The obligation of the Staff to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, systems, software programs, designs, databases (including client and business partners' databases), records, salary information and any unpublished financial data

and reports. Unauthorized use or distribution of the proprietary information would violate Company policy, and it will be illegal and result in civil and/or criminal prosecution.

Record Keeping

The Company requires honest and accurate recording and reporting of information in order to conduct its business and to make responsible business decisions.

All of Company's books, records, accounts and financial statements, be in electronic form or physical form, must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to Company's system of internal controls.

Where the applicable laws require the records to be kept and maintained for minimum specified period and/ or in the specified format, the related legal provisions should be strictly followed. All the records should be properly archived and shared on 'need to know' basis. Records should always be retained or destroyed according to the Company's record retention policies except where applicable laws provide otherwise.

In the event of litigation or governmental investigations, Compliance Department should be consulted regarding any specific record-keeping requirements or obligations.

Confidential Information / Publicity

All the Staff must maintain the confidentiality of confidential information entrusted to them by the Company or its clients, except when disclosure is authorized by the Compliance Department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its clients, if disclosed. It also includes information that clients and other parties have entrusted to us. The obligation to preserve confidential information continues even after employment ends. All Staff shall sign a Confidentiality/ Non-Disclosure Agreement setting forth specific obligations regarding confidential information.

No Staff shall disclose or use any confidential information gained in the course of employment with the Company or even after separation with the Company for personal profit or for the advantage of any other person.

The Company will not tolerate the use of insider information by Staff to secure personal advantage at the expense of the Company. The use of insider information, which has not been made public, for personal gain is illegal, unethical and is strictly prohibited and is also liable to disciplinary or legal actions as the Company deem appropriate.

No Staff shall provide any information either formally or informally to the press or to any other publicity media unless specifically authorized to do so in writing by the Chief Executive Officer of the Company.

WHISTLEBLOWING, REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOUR

Reporting Procedure & Investigation Mechanism

All Staff should ensure due compliance with this Code including compliance with the applicable laws he/ she is required to follow in performance of his/ her work. The Staff is expected to report not only the breach of Code, or non-compliance of applicable laws, committed by them but also the Whistle Blowing Concerns including the breach/ non-compliance noticed in the course of his/ her employment/duties in the Company. The primary objective of such reporting is to take the effective remedial measures so that damages can be reduced to least possible level.

The Staff must report (on an anonymous basis if desired) Whistle Blowing Concerns as soon as possible after he/ she becomes aware of the same and should either be typed or written in a legible handwriting in English or any vernacular language and should be sent through either registered post, courier and/or through email addressed to the Authorised Director.

The investigation by itself would not be tantamount to an accusation and is to be treated as a neutral fact-finding process. The Investigating Authority shall complete the investigation normally within 90 days of the receipt of the Protected Disclosure, and Potential Red Flags and is extendable by such period as deemed fit by the Investigating Authority. The Investigating Authority may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional officer of the Company and/ or an outside agency for the purpose of investigation. In some cases, the Investigating Authority may seek independent external legal advice as required.

The person having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

The Staff may be contacted as soon as possible to discuss her/his concern. The Staff may bring a colleague or relative to any meetings under this Policy provided such companion must respect the confidentiality of her/his disclosure and any subsequent investigation. The written summary of the complainant's concern shall be taken, and copy is provided to the concerned Staff after the discussion. The complainant shall also be informed of how the escalated matter shall be dealt. The Company shall aim to keep the Staff informed of the progress of the investigation and its likely timescale. The Company shall inform the Staff of the outcome of investigation. However, sometimes the need for confidentiality may prevent the Company giving the Staff specific details of the investigation or any disciplinary action taken as a result. The Staff should treat any information about the investigation as confidential. Such intimation to the Staff about the action taken may prevent future escalation and boost confidence of the Staff in the Company.

The Investigating Authority may make recommendations for suitable changes to minimise the risk of future wrongdoing. If an investigation leads to a conclusion that an improper or unethical act has been committed, appropriate disciplinary or corrective action shall be taken.

The Staff who makes false allegations of unethical & improper practices or about alleged wrongful conduct shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

Whistle Blowing Concerns and related investigation results shall be also evaluated and processed from the operational risk perspective.

The investigation reports, along with actions taken in this regard, shall be submitted to the Authorised Director on a half-yearly basis.

Evidence Requirement

All information relating to whistle blowing concerns including any correspondence received by the Company must be retained by the Investigating Authority in line with local regulatory record retention requirements.

Escalation of Complaints

If complainants are not happy with the way in which the concerns have been handled, they can raise it with the Board.

Confidentiality of Whistle blower & Records

Staff should be able to voice whistle blowing concerns openly under this Policy. The Company does not encourage the complainants to make disclosures anonymously. Proper investigation may be more difficult or impossible if the Investigating Authority cannot obtain further information from the complainant. It is also more difficult to establish whether any allegations are credible and have been made in good faith. The complainant who is concerned about possible reprisals if her/his identity is revealed should come forward to the Authorised Director and appropriate measures can then be taken to preserve confidentiality.

However, if Staff wants to raise her/his concern confidentially, the Company should make every effort to keep her/his identity secret. If it is necessary for anyone investigating the Staff concern to know her/his identity, the same shall be discussed with the Staff before divulging her/his identity to anyone. Internal reports made by the Staff shall be kept confidential until the Company confirms that this is no longer necessary. Disclosure to parties in relation to whom concerns have arisen of the fact of a report and internal investigation may, in certain circumstances involving suspicions of money laundering¹, result in a tipping off offence being

¹Rules, principles and procedures related to prevention and management of money laundering and terrorist financing risk are described in the Anti-Money Laundering Policy

committed and should not be made without the permission of the Legal & Compliance Department.

The Company aims to encourage openness and shall support the Staff who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.

Protection of Whistle blower

The Staff shall not suffer any detrimental treatment as a result of raising a concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. No Staff will suffer demotion, penalty or other disciplinary action for reporting a suspected violation of this Policy or for refusing to be involved with an action deemed to be in breach of this Policy. No Staff will suffer demotion, penalty, or other disciplinary action for reporting a suspected violation of this Policy or for refusing to be involved with an action deemed to be in breach of this Code even when the Company may lose business as a result of the Staff's refusal to do so. If a Staff believes that she/he has suffered any such treatment, the Staff should inform the Authorised Director immediately. The Staff must not be threatened or retaliated against in any way. Any other Staff involved in such conduct will be subject to disciplinary action.

External Disclosures

The aim of this Code is to provide an internal mechanism for reporting, investigating, and remedying any wrongdoing in the workplace. In most cases the complainants should not find it necessary to alert anyone externally. In some circumstances, if the complainant considers it appropriate to report her/his concerns to an external body such as a regulator, the complainants are strongly encouraged to seek advice from the Compliance Function before reporting a concern to anyone external.

Whistle Blowing Concerns usually relate to the conduct of the Staff, but they may sometimes relate to the actions of a third party, such as a customer, supplier or service provider.
