

Code of Conduct

A. BACKGROUND

The Corporate Code of Conduct has been prepared to help you understand One97 Communications Limited's (hereby referred to as 'Company' or 'One97') standards of ethical business practice and to comply with the same.

This Code describe how One97 staff should behave: personal responsibility and integrity is at the core of our principles and culture.

In every business decision the Company makes, we must follow the ethics and compliance principles set forth in this Code. It is also our responsibility to report anything we observe or know about, that might violate these principles.

Violation of this Code is a serious matter. It is important that you read this Code carefully and ask question about anything you do not understand. Each of us must understand and accept our personal responsibility in preserving and enhancing our reputation for integrity. We know we all will take pride in doing the right thing always.

B. APPLICABILITY

This Code applies to all Directors and employees of the Company, its subsidiaries and its affiliates, and employees of service providers or vendors, employees of business partners, consultants, retainers, trainees or any individual engaged providing services within the Company's premises. (Hereinafter referred to as "**Personnel**")

Everyone, to whom this code is applicable, should sign the declaration form, whether physically or digitally, indicating that they have received, read and understood, and agreed to comply with the Code.

C. GUIDING PRINCIPLES

Underlying the way we conduct ourselves from day to day are our **Guiding Principles**:

Performance - 'strive to excel'	Simplicity - 'keep it simple'	Leadership - 'show the way'	Commercial focus - 'treat it as your own'
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§ Have passion and belief	§ Focus on priorities	§ Provide direction	§ Be open and honest
§ Work as a team	§ Be non – bureaucratic	§ Think strategically	§ Show respect for the individual
§ Take accountability	§ Communicate clearly	§ Be innovative	§ Value differences
§ Celebrate success	§ Make it easy	§ Inspire and enrich	§ Be a good corporate citizen

We are expected to follow the values below at all times:

Ethics: The culture of doing the right thing even in the face of difficulty and often conflicting issues or situations.

Integrity: Being fair and genuine in all your actions and being a role model for others in doing so. Pledging unwavering loyalty to the company in the face of all temptation & pressure.

Honesty & Sincerity: Conduct business with uncompromising integrity and professionalism, demonstrating right standards in all business dealings and treating employees, customers, suppliers, distributors, and others with fairness and respect. Being true to the company's philosophy, and upholding it over and above any convenient or lucrative deviation.

Ownership & Accountability: Display high level of responsibility towards team and organization's goals. Not restricting oneself to role / hierarchy/designations etc. and ensuring completion and delivery despite challenges.

We must abide by our guiding principles, and refer to them again when in doubt.

OBJECTIVES OF THE CODE

- To uphold the Organization's standards of ethical business practice and ensure compliance with the same.
- This is how we, all group companies' employees and associates, should conduct ourselves.
- We must follow the ethics and compliance principles set forth in this Code in all decisions impacting us, our people, process and business.
- It is mandatory for all of us to report anything we observe or know about, which directly or indirectly violates these principles.
- **Violation of this Code is a serious matter!** It is important that we understand the Code carefully and seek clarity when in doubt.
- We must strive to do the right thing always.
- Any breach and violation will lead to disciplinary action, termination or legal action.

D. AT THE WORKPLACE

D.1. Business Guidelines

We are expected to conduct our daily activities for the Company in compliance with all Company policies, legal obligations and contractual obligations. This includes complying with the Company policies, procedures, rules, regulations and its contracts with its business associates.

D.2. Ethical Behaviour

One97 will conduct its business fairly, impartially, in an ethical and proper manner, in accordance with the Company's values and Code of Conduct, and in full compliance with all laws and regulations. In the course of conducting Company business, integrity must underlie all Company relationships, including those with customers, vendors and among employees. The highest standards of ethical business conduct and compliance are required of all Personnel in performance of their responsibilities. Any Personnel must not engage in conduct or activity that may raise questions as to the Company's honesty, impartiality, or reputation or otherwise cause embarrassment to the Company.

D.3. We are ethically bound to follow the following:

- § Not to use your authority to misuse funds / resources at your disposal for financial or personal gain
- § Not to misuse funds allocated for official purpose
- § Do not encourage a specific vendor directly or indirectly or give them special preference
- § Do not misuse your position in the company for financial or any other benefit
- § To not accept or offer bribes or favors for any undue advantage
- § To not give in to pressure from an external authority to indulge in unfair practices
- § Not share Company or business information, data and plans outside intentionally or unintentionally, which may provide any or undue advantage to outsiders and/or cause any kind of loss to the Company
- § To avoid any loose talk internally or in any public domain including social networking / media about the Company or fellow employees that may tarnish the Company's image in any way
- § Not attempt to secure employment for acquaintances or family by concealing facts
- § Not be part of any venture outside our Company's operations
- § Not be party to spreading rumors internally as well as outside
- § Not submit forged bills for financial claims related food, travel or any other reimbursements
- § Not to indulge in the practice of proxy attendance for self or others while punching in or out

- § Not to submit false regularization claims for timings and attendance
- § Not take advantage of flexi timings by not logging / working the desired working hours
- § Refrain from practicing any kind of favoritism based on anything such as personal relationships, etc.
- § Do not accord approvals without checking the validity of requests.
- § Insubordination or ignoring directives & SOPs is prohibited.
- § Do not influence interview panel/recruitment team for your referred candidates
- § You cannot refer your relatives without informing / declaring
- § Asking for undue favors to hire an employee or an associate is not allowed
- § Do not use your position to influence hiring of a known person
- § Do not interview your referred candidates / people known to you
- § Do not share false assessment of team members with HR
- § Do not give false promises on salary hike or promotions to candidates/team members beyond one's purview of authority
- § Any deviation from the defined Hiring/Referral process is not allowed
- § To not create fake emails and approvals
- § Speak directly with other team member for IJP in your team without the involvement of HR

D.4. Personal behavior and harassment free work place:

It is expected that all Personnel, at all times, will ensure that personal behaviour in the workplace and in the presence of our business associates is impeccable.

Do not:

- § Use or attend work under the influence of illegal drugs or alcohol, or use oral tobacco products within the premises, or carry alcohol in the premises.
- § Possess/consume or work under the influence of alcohol or any other illegal substances during the course of work in the office premises
- § Offer to another or deal in illegal drugs in the workplace.
- § Work under the influence of alcohol / illegal substance
- § Smoke in all of the enclosed areas within the office worksites. Please refer to the No Smoking Policy on the Company Intranet
- § Not undertake any illegal activity like betting or gambling in the office premises
- § Misrepresent the Company in any way via any forum or means.

- § Use the internet to access or send offensive material
- § Use official devices to store or display offensive material
- § Use Company work time for personal gain
- § Falsify reports/data
- § Place yourself or fellow employees at risk of injury
- § Use personal funds to increase merchant transactions & achieve incentive targets
- § Indulge in fake or incorrect merchant onboarding
- § Access merchant's or customer's wallet or bank account for personal gain
- § Accept free gifts or products from a vendor and recommend to em-panel them

Harassment covers a wide range of behaviours of an offensive nature. It is commonly understood as behaviour intended to disturb or upset, and it is characteristically repetitive towards unlawful purposes. It is intentional behavior which is found threatening in an unlawful manner .

Sexual Harassment is governed by The **Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**, which is a legislative act in India that seeks to protect women from sexual harassment at their place of work. Please refer to the One97's Anti Sexual Harassment Policy on the Company intranet.

You must never:

- § Use disruptive threatening behavior of unlawful nature either physically, verbally or psychologically
- § Swear or use inappropriate language
- § Indulge in mental or physical abuse, sexual harassment and coercion
- § Be a silent spectator to any form of harassment, even if you are not the target. You must instead report the incident to the Compliance Officer or as per the reporting mechanism mentioned in this code to icc@paytm.com.

D.5. Equality and non-discrimination

One97 and all its affiliate Companies shall provide equal opportunities to all its employees / Personnel and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, work experience, gender, sexual orientation, age, nationality, ethnic origin or disability.

Human Resource policies shall promote diversity and equality in the workplace, as well as compliance with all local labour laws, while encouraging the adoption of international best practices.

Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and decisions are based on merit.

D.6. Bribery and Corruption

All relationships with customers, suppliers, competitors, employees and governmental bodies and officials are to be based on compliance with Company's Anti-Bribery and Corruption Policy. Each Personnel must read the contents of the Anti-Bribery and Corruption Policy and understand the extent to which the Policy affects their daily work. They must fully and constantly comply with the Policy. Any questions should be directed to the Compliance Officer.

No Company official or Personnel has the authority to require any action that would violate the Anti-Bribery and Corruption Policy.

D.7. Gifts and entertainment

Neither One97's employees nor any partners, personnel acting on its behalf, may accept any gifts from any other person in connection with their work for the Company unless they are of a nominal value and it is clear that nothing is expected of the employee or intermediary in return.

One97's employees and personnel may offer gifts to other business associates of a nominal value, if it is clear that nothing is expected in return. In case, gifts offered or received by the employees or intermediaries, acting on Company's behalf, are more than the nominal value, it must be pre-approved by the Compliance Officer and only if the gift is not intended to improperly influence any act, conduct, or decision.

The rules and regulations on gifts and entertainment mentioned in the Anti Bribery and Corruption Policy shall be used for the guidance of the employees.

D.8. Data

§ Data of One97 and its affiliate companies and partners is made available to employees on need to know basis

§ Each employee should obtain data from their authorized data systems to perform their own assigned duties

§ Data should not be shared between employees or with anyone outside of One97 and affiliate companies

§ Exception can only be made by HOD based on the case with written authorization

§ Employee shall access and/or share the company's information pertaining to employees' salary and/or their personal sensitive information strictly on a "need to know" basis during the course of carrying out and/or discharging their official duties/ job responsibilities and such employees shall maintain the confidentiality of such information in perpetuity.

§ All data and any derived data is the property of One97 and/or affiliates and subsidiaries, and the employees should not destroy or tamper with any of the data

§ Upon termination employee should return all data to Company

- § Any suspicion of data leak or potential incident is required to be reported to HOD and Data Security Team <datasecurity@paytm.com> immediately
- § Do not use personal computers/external devices (other than Company owned devices) to access or download Company data
- § One97 shall be entitled to impose financial & other penalties against employee if this policy is breached in any manner
- § Employees are not allowed to share GG App / Email / Other Panel login credentials with unauthorized persons
- § Sharing organization owned data with any unauthorized person outside or inside is not allowed.
- § Similarly, sharing access or forcing someone to use other's GG App/Email/Panel login is not allowed.
- § Any misrepresentation or fudging of data, or misuse of panel access or data is considered violation of this Code.
- § It is also against the Code to expose organization's data to a security threat or misuse by being careless with the security of your devices.

D.9. Dealing with Government agencies

Any Personnel engaged in working with government agencies like regulators, taxation officials, local authorities and such are required to build relationship of trust based on transparency and fairness at all levels.

You must:

- § Ensure that the highest standards of business conduct are followed
- § Escalate the matter to your seniors, if you are in doubt
- § When seeking resolution on various issues, ensure all engagements must be in line with normal business conduct
- § Be careful to provide accurate and complete data when information or documents relating to the Company are sought
- § Co-operate fully and courteously with officials, who are authorized to seek information or data or conduct an investigation or inquiry
- § Retain and preserve all relevant data and information for reporting, compliance or investigation purposes

Do not:

- § Attempt to use undue influence in order to obtain any favourable performance of official duties or decision

- § Obstruct directly or otherwise access to information or records that are sought
- § Provide false or misleading information or create false data or records

D.10.Conflict of interest

A conflict of interest arises when you are in a position or situation which could:

- § Benefit you, or someone with whom you are associated, and that benefit is at the expense of One97/ Paytm or results in lost opportunity for One97/Paytm
- § Interfere with your objectivity in performing your Company duties and responsibilities.

The Company requires its Personnel to be fair, honest and objective in all its actions and decisions and avoid any matter that may lead to a conflict between the interests of the Company and its Personnel.

The following conflicts of interests are prohibited, a personnel shall not:

- § Misuse his / her position in the Company for personal gain
- § Engage directly or through a relative in an entity that has a business relationship with the Company or offers services/ products to the Company
- § Hold financial or strategic interest in any entity that has business relations with the Company
- § Award any type of benefits, like recruitment, posting, promotion or increase in salary or other remuneration, to a relative.
- § Hold financial/strategic interest in any entity that is vendor/client of the company
- § Misuse their position in the company for financial or any other benefit to themselves
- § Use their authority to misuse funds / resources at their disposal for personal gain
- § Encourage directly/indirectly and give special preference to a specific vendor
- § Be a part of any venture or work full time or part time other than Paytm
- § Award or influence others to award preferential treatment to a relative/ acquaintance/vendors directly or indirectly
- § Provide any kind of consultancy or service conflicting with the organization to anyone outside
- § Have a family member working as their subordinate / manager
- § Empanel a family member as vendor or supplier for the company without declaring the same

D.11. Policy on employment / hiring of employee's relative

The Company does not promote and hire relatives in the Company or any of its affiliates, subsidiaries, associated partners etc. Members of a Personnel's immediate family (defined as parents, children, spouse, siblings, grandparents and those same relationships engendered by in-laws, adoptions and step-families) and members of a Personnel's household will not be considered for any kind of employment. However, such cases can be considered on case to case basis at times with certain conditions and written approval from the head of HR.

Conflicts, if any and all potential conflicts of interest need to be reported to the Compliance Officer for guidance and action as appropriate.

D.12. Non-Competition

In reference to the Invention Assignment, Confidentiality, Non- Competition and Non Solicitation Agreement signed by you at the time of joining, during the period of your employment and for a period of (12) months thereafter, you will not directly or indirectly (i) market or sell products or perform services such as are offered or conducted by the company, its affiliates and subsidiaries during the period of your employment, to any customer or client of the company particularly with respect to matters as involved/conducted by you and/or the concerned team in which you are working, and/or related to such matters, during the period of your employment with the Company; (ii) be employed with, or engage in, manage, operate, be connected with or acquire any interest in, as an advisor, agent, owner, partner, co-venture, principal, director, shareholder, tender or otherwise, any business competitive with the company, its affiliates or subsidiaries, particularly with respect to matters as involved/conducted by you and related to such matters, during the period of your employment with the Company. The current list of competitor companies can be found at **Annexure 1 (below)** of Form 2, hereto, for your reference. The list will be updated on a routine basis by the company.

D.13. Child and forced labour

§ The Company does not promote hiring of any personnel less than 18 years

§ Company as policy does not permit or promote use of forced, bonded and compulsory labour.

D.14. Transfer & Movement:

All personnel may be transferred to any role/section/department/unit/subsidiary/affiliate entities or branch in India or abroad either existing or which may come into existence. All transfer & movements will be initiated by Human Resources team. Manager or HODs cannot transfer or move any personnel without getting formal consent from Human Resources including initiating new hires or IJPs. This also applies to the nomenclature of teams/dept etc.

D. 15. Nomenclature Guidelines

- § Any name change of teams/departments will be subject to approval from HR.
- § All designations or department names displayed on email footers as well as visiting cards will follow due procedure and approvals.
- § Any change of team or reporting manager will be done only on HR approval.

D. 15. Compliance with Company Policies

All Personnel shall abide by all Company Policies. The same are intimated and/or made available on the intranet of the Company. Personnel shall behave professionally in all matters.

D.17. Physical Security

Company requirements such as to have the identity card displayed and swiped for access to the Company Premises shall be followed. In addition, any kind of access to visitors or guests within office premises will follow the laid down procedures and rules.

E. COMMUNICATION GUIDELINES

Our Communication Guidelines are derived from our Culture of Trust. Every communication, whether on mails, calls or social media - must follow these guidelines:

As per our Communication guidelines, do not send emails at oneall@One97.com and do not register your and oneall@one97.com ids in any of the websites. The same applies to all Paytm group IDs. Also, please do not send/ share any personal emails to any Group email ids. Also:

- § Please do not use official group IDs to create handles / pages on social media
- § Please do not send unwanted information / emails to individuals or group ids
- § Use group IDs for the specific purposes only. Any unrelated or unwanted information sharing will call for disciplinary action.
- § Ensure that the mails going outside the Company are only sent to the intended person/s with desired information or data.

E.1. Internal Emails

Think of the basic rules of conversation you learned growing up and watch your Tone/Language while sending emails:

- § At all times, observe basic courtesy (form of address, tone, language, formatting etc.)

§ Do not use rude/offensive language

Avoid Irony and Sarcasm

§ Have conversation or discussion without finger pointing i.e. without blaming each other

§ Be responsible in what you say i.e. do not make loose statements.

§ Choose the right medium for communication and avoid unnecessary long mail trails Use emails where ever necessary.

§ Please ensure email is sent only to the right recipient, avoid unnecessary tagging groups or individuals.

It is important to read each email before sending to ensure that it will not offend you if you were the recipient of the same email.

E.2. Social Media

Avoid any loose talk internally or in any public domain including social networking websites or apps or any other medium (e.g. linkedin, facebook, twitter, etc.) / media about the Company or any other personnel that may tarnish the Company's image in any way.

Do's and Dont's

1. State your correct designation (as given in the company communication without any creative or subjective addition, team name) on any public domain platform including social networking websites or apps or any other medium (e.g. LinkedIn, Facebook, Twitter, etc.) / media.

2. Not share any information about the Company or its personnel that may tarnish the Company's image in any way.

3. Not share your project details, new features, data, people contact or related information, future plans, new product development, or any other business information like merger, acquisitions, tie ups, litigation, hiring, off-boarding, merchant or customer strategies, new app or software updates/enhancements, snippets of business discussions, fraud/risk prevention measures, audits, analytical data, source codes etc. on any public domain platform including social networking websites. Do not share any small talk or gossip or any information whatsoever, about your colleagues, business, pilot, ongoing project, enhancements, transfer movements etc. Please be careful about the company information you are revealing while talking to people outside.

4. Not share Company or business information, data and plans outside intentionally or unintentionally. Only a few people/teams are authorized to share information about the company on social media. This policy does not restrict you from re-sharing or retweeting our official news coverage either in the media or on social media.

Some Examples:

- While updating your profile on social media platforms like LinkedIn, Facebook etc. please use only the designation (if required) mentioned in the company communication to you, without any creative or subjective additions. Please note that even the team name is not to be mentioned, as you may unknowingly share some restricted information outside or they may extract information through cold calling.
- Ensure that you are not mentioning any details of the project you are working or worked on as it may also have confidential information and could give an advantage to our competitors.
- Only a few people/teams are authorized to share information about the company on social media. This policy does not restrict you from re-sharing or retweeting our own official news coverage either in the media or on social media.
- Please do not share any official information you are privy to on social media. It includes names of projects, data, people contact information or related information, business information, future plans, information about new product development, information about: merger, acquisitions, tie ups, litigation, hiring, off-boarding, merchant or customer strategies, new app or software updates/enhancements, snippets of business discussions, fraud/risk prevention measures, audits, analytical data, source codes etc.
- Do not share any small talk or gossip or any information whatsoever, about your colleagues, business, data analytics, pilot or ongoing projects, enhancements, transfer movements etc.

E.3. External Email & Communication Etiquette and Internet Usage

We need to be professional and consistent in all our communication with our external partners – merchants, clients, vendors and others. Please adhere to following:

Emails:

- § Your emails should have a salutation (Hi or Dear <name>) and proper sign off
- § The content needs to be clear, to the point and self explanatory
- § Please do not send just a word or line without stating the context. Often the trailing mail has the context, but it is only fair to state it in your mail and ask to refer to the details below
- § Before hitting “Reply All,” please check if all in the mail need to read the response
- § Check the subject line of your email for relevance
- § Please use the email footer in your first email, so the recipients have your contact details
- § Do not add external merchants/clients to internal mails. Make sure you have removed their names before sending mails.
- § Please ensure that you are using the correct company logo, name & designation in the mail footers. It is important to state your contact number in the footer.

Please follow the example below:

Full name in bold (Use only "open sans" font)

Designation

+91 <your mobile number>

Latest Relevant Logo (Eg. Paytm/Paytm Mall)

www.paytm.com

E.4. Phone Calls:

Please be respectful, listen carefully and do not react

- Avoid jumping to conclusions, making premature judgments, agreements, comparisons, or criticisms
- Understand the point of view of other people before agreeing or disagreeing with it
- Please make sure that your objectivity is not clouded by personal feelings.
- Please note that obtaining formal consent of the people on the call is mandatory before you record that call. Also, the recorded calls should only be used for the purpose for which, the consent has been obtained.

Non-compliance to these rules will be treated as violation of communication guidelines of our Code of Conduct. This could invite strict action leading up to termination of employment.

E.5 Internet Usage - Do not

- Excessive use of public email services and public IMs such as Yahoo, Google Chat, Facebook, Twitter, LinkedIn, Quora, MSN, etc during the office hours
- Heavy downloads - software, songs and videos (Movie etc.)
- Objectionable web sites visits (adult content)
- Playing music in the office

Uncontrolled and indiscriminate internet usage is not only a breach of our code of conduct but also a threat to the security of our data. As mature professionals, we are expected to use our freedom (internet usage) and resources appropriately to avoid limited or no access to the internet.

Don'ts of Communication

Employees are not allowed to:

- Share or use official group IDs on Social media.
- Use official group IDs to create personal handles / pages on social media

- Create groups/pages in the name of the organization on social media with authorization
- Send mails with confidential data/content to unauthorized people internally or externally.
- Record phone calls without clear consent from the parties involved.
- Use offensive or derogatory or abusive language, gestures etc.
- Falsify information or misrepresent self or organization.
- Spread fake news / rumors etc. or indulge in loose talk using internal communication channels
- Speak at a seminar / conference without necessary approval from HOD
- Share internal information, news or videos with any outside person / press / social media.

F. PROTECTING THE COMPANY ASSETS

F.1. Company Property

Our policy is that no Company property may be removed from Company premises or designated storage places without the permission of a nominated Manager. For example all books, records and computer software are Company property and cannot be removed from the Company's premises. This includes manuals, lists and other information used by employees in their daily work.

You must respect the Company's ownership of all Company funds, equipment, supplies, books, records and property. All Company assets should be used for a legitimate business purpose. The misuse or removal from Company facilities of Company assets is prohibited, unless specifically authorized by an appropriate representative of the Company. Theft, carelessness and waste of Company assets have a direct impact on the Company's financial condition and results of operations. This includes use of official infrastructure and facilities for personal work.

If a person is found guilty, necessary disciplinary action will be taken which may include recovery in terms of monetary value or may lead up to termination or both depending on the severity. This includes both tangible & intangible assets (includes data, process, application, hardware, software etc).

F.2. Confidentiality

As per the Non-Disclosure Agreement which covers Invention Assignment, Confidentiality, Non-Compete and Non-Solicitation Clauses.

No Personnel shall disclose or use any confidential information gained in the course of employment / association with the Company for personal gain or for the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media or any other external agency except within approved policies.

Each Personnel shall also respect and observe the confidentiality of information pertaining to patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

The salary details of any employees and/or any other personal or sensitive information pertaining to the employees of the company, accessed, divulged or known to you during the course of carrying out and/or discharging their official duties/ job responsibilities to which you have inadvertently gained access to shall remain confidential at all times. You shall maintain the confidentiality of such information on a perpetual basis. Any breach of confidence will be viewed with utmost seriousness and we reserve our discretion to exercise all remedies available to us.

F.3. Password policy

Please note that it is your responsibility to ensure any unauthorized use of passwords as this can lead to serious issues as it is regarded as a breach of policy.

Please take note of the following guidelines:

1. Please set a password that is not predictable or easy to guess. To complicate it, please use alphanumeric with upper case and lower case.
2. Please change your password on monthly basis to avoid being hacked.
3. Please ensure you do not use any unauthorized computer/laptop which has suspected malware where hacking or password tracking tools are pre-installed.
4. Please ensure to log out and clear all credentials from the memory of system (desktop/laptop/mobile) to avoid any traces where hackers can misuse your password.
5. In case there is a business requirement of sharing passwords, an authorization from HOD in writing is mandatory.

We are not allowed to divulge or share confidential information with anyone, not even with our own colleagues or any other outsiders directly or indirectly. This information includes details such as: System Passwords, Panel Access, email Passwords, Documents, Data, Servers locations, Business Information, any Usernames and Passwords or any other privileged access/information etc.

To reiterate, if in case system/ login credentials including password is compromised, it is the responsibility of the individual Personnel and will be treated as breach of policy. Please be aware that a violation of this could cause security threat and will invite strict action leading to Termination or Police or Legal proceedings.

F.4. Intellectual Property rights

Intellectual Property includes, but not limited to, trademarks, patents, copyrights, designs, content, domain names, know how, technology, brands and all confidential and sensitive information of the Company including operations, budgets and business plans, etc.

A Company's intellectual property is valuable to it and the Company will take all steps to safeguard and protect it from theft and misuse. It also respects the intellectual property of third parties and business associates and will not knowingly infringe the same.

Each Personnel must:

- § Protect Intellectual Property from misuse, leakage or theft by due care and diligence
- § Maintain confidentiality of all confidential and sensitive information that is not in public domain and may impact the Company's reputation
- § Take care of documents that contain such information and extend this care to information on computers by not leaving such assets in an open access area
- § Never copy/ use or distribute documents or software that are protected by copyright or license without proper authorization
- § Not use any Company related confidential information even after cessation of your service with the Company
- § Not claim any innovation or content created by individual or team during employment or association or collaboration with One97 as it remains property of One97

Any software, innovations, coding or any other type of intellectual property made by you during your engagement with the Company will be Company's property and you shall have whatsoever no right on using, alienating, sharing or transferring it to any person outside the Company.

F.5. Bulk orders on Paytm – Prohibited

Personnel shall not place Bulk orders on Paytm portal and shall not collude with any third person for the purpose of consumption of cashback amount offered by Paytm in its portal through false and fraudulent transaction. The Company reserves the right to cancel any orders that classify as 'Bulk Order' as determined by Paytm as per certain criteria. An order can be classified as 'Bulk Order' if it meets with the below mentioned criteria, which may not be exhaustive, viz:

- § Products ordered are not for self-consumption but for commercial resale
- § Multiple orders placed for same product at the same address
- § Bulk quantity of the same product ordered
- § Invalid address given in order details
- § Any malpractice used to place the order

If any Personnel is found to be involved in such activity, the same shall amount to malpractice and such Personnel acknowledge that the Company reserves its right to terminate the employment of such employee and adjust the cash back or due amount from the salary of the Personnel and take necessary legal action for recovery of such amount.

G. LAWS AND REGULATIONS

G.1. Financial reporting and records

The Company shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall reflect, fairly and accurately, all of the Company's business transactions and disposition of assets, and shall have internal controls to provide assurance to the Company's board and shareholders that the transactions are accurate and legitimate. All required information shall be accessible to Company auditors and other authorised parties and government agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance-income recognition and no hidden bank account and funds.

Any willful, material misrepresentation of and / or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws. No Personnel shall make, authorise, abet or collude in an improper payment, unlawful commission or bribing.

G.2. Competition

One97 shall fully support the development and operation of competitive open markets and shall promote the liberalisation of trade and investment in each country and market in which it operates. Specifically, no Personnel shall engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities.

The Company or its Personnel shall market the Company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

Do not:

- § Directly deal with, contact or engage with competitors that may create a potential conflict with the provisions of competition law

- § Share or part with Company specific information in an industry forum or enter into agreements with competitors on any matter unless you have consulted with the legal department in advance

- § Enter into agreements that may be construed as abuse of dominance or restrictive trade practices such as price fixation, exclusive tie in arrangements, limiting the supply of goods or services, collusive bid rigging or predatory pricing.

G.3. Compliance with laws & policies

Personnel of the Company, in their business conduct, shall comply with all applicable laws and regulations, in letter and spirit, in all the territories in which they operate. If the ethical and professional standards of applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

Each Personnel of the Company shall comply with applicable laws and regulations of all the relevant regulatory and other authorities. As good governance practice, they shall safeguard the confidentiality of all information received by them by virtue of their position.

As a Personnel, you must:

- § All Personnel shall abide by all applicable laws and company Policies. The company policies are intimated and/or made available on the intranet of the Company. All policies are subject to change, however personnel will be informed about all the latest changes.
- § Ensure that you understand the implications of the laws that are applicable to your area of work
- § Be compliant with the laws and applicable regulations
- § Notify the legal department of any threatened or actual breach
- § Inform the Company policy on compliance to your business associates.

You have a duty to report to the Compliance Officer, any alleged instance or incident of breach and consult them when in doubt about a practice or arrangement being a permitted activity.

G.4. Criminal or legal cases

Each Personnel is required to disclose to HR team about any legal proceedings whether civil or criminal, either filed against you in the past or pending against you while you join the Company. Also, during your employment with One97, if any case comes against you in future, you are duly bound to report it within 24 hours. If you are detained for more than 24 hours it will be Company's call to decide whether to continue your employment or not.

H. CORPORATE CITIZENSHIP

H.1. Health, Safety and Environment

One97 is committed to provide a healthy, safe, clean and ergonomic work place to all its employees. The Company is also subject to compliance with all local laws to help and maintain secure and healthy work surroundings.

As a responsible corporate citizen, One97 will promote clean and green energy initiatives to ensure a sustainable environment and will endeavour to take necessary steps reduce energy consumption and waste.

You must:

- § Follow and comply with Company's policies and procedures for a safe and healthy work place
- § Maintain a clean and organized work space with no obstacles or potential hazards
- § Comply with any travel restrictions that may be notified like temporary unsafe places, ladies travelling late at night, etc.
- § Switch off lights and any other appliances at the work place when not in use or while leaving office.
- § Inform HR and your reporting manager about any chronic disease or prolonged illness.

Each Personnel is required to report any unsafe or illegal activity, to the Compliance Officer, that may endanger the safety of others at the work place.

H.2. Corporate Social Responsibility (CSR)

The Company is constantly committed in contributing to the society and actively supports various social and environmental initiatives for the community it operates in. The Company shall encourage volunteering by its employees and collaboration with community groups.

The Company shall not treat these activities as optional, but should strive to incorporate them as an integral part of its business plan.

The Company will undertake its CSR activities, approved by the CSR Committee on the basis of the budgets allocated on a yearly basis.

The Company shall also make charitable contributions as integral part of its CSR activities. Such contributions shall be made after proper approvals, without demand from the recipient or expectation of business return. Also, no charitable contributions shall be made in cash or to the private account of any individual. Such contributions should be clearly reflected in Company's books of accounts. The credentials of the recipient must be verified and it must be ensured that such contributions are permissible under applicable local laws.

I. BREACH

A breach of this Code will be regarded seriously and may lead to disciplinary action being taken against the employees, including termination in serious cases.

Breaching the code or not reporting a breach of code knowingly will also be treated as violation of our code of conduct.

J. REPORTING VIOLATIONS / WHISTLEBLOWER MECHANISM

Each Personnel shall promptly report to the Management or the **Compliance Officer** (compliance@paytm.com) when he/ she becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the Company's interest. Such reporting shall be made available to suppliers and partners, too.

Also, any Personnel can also choose to make a protected disclosure as per Company's **Whistle-blowing mechanism** defined in the **Anti-Bribery and Corruption Policy**.

Personnel, making a disclosure, are assured that they will be fully protected against reprisals, punishment and other intimidations or any act of victimization for reporting genuine concerns. On the other hand, false, frivolous or malicious complaints will be treated with utmost severity and the consequences may include dismissal or termination of service/ business relationship, as the case may be.

- It is your responsibility to report anyone engaging in violations / unethical activities themselves or forcing others to do so
- If it is observed that violations are knowingly not shared, it will also be termed as violation at your part
- Write to **whistleblower@paytm.com** to report any violations or cases of wrongdoing
- The identity of anyone reporting any such issue / violation shall be kept strictly confidential

Important Note

- As part of our regular process Forensic audits shall be conducted quarterly and defaulters shall be dealt with as per policy

ANNEXURE 1

The current list of competitor companies are as below. The list will be deemed to include the group companies and subsidiaries of the below mentioned entities/brands. The Company reserves the right to update this list from time to time, as per its policies, which shall be binding on you.

Company also has the right to take back all the perks and benefits including ESOPs both (exercised and vested) retrospectively in case any employee join any of the below mentioned companies:

- GooglePay
- PhonePe
- AmazonPay
- Facebook

- WhatsAppPayment
- NPCI
- BharatPe
- Jiopay
- Razorpay
- Pine Labs
- PayU
- Zerodha
- Groww
- Upstox