

THE CODE OF BUSINESS CONDUCT AND ETHICS

OnMobile Global limited with all its subsidiaries and affiliated entities (herein referred to as 'OnMobile' or the 'Company') has set up the 'Code of Business Conduct and Ethics' (herein referred to as 'Code') to help comply with global standards of business conduct. Through the Code, the Company desires to reinstate its tenet on its values, principles and the Company's intolerance towards any violation. Such environment can only be achieved where the stakeholders understand the importance of this Code, and do not indulge in any actions and discourage others from indulging in actions that may be a violation of the Code.

Every stakeholder is expected to be aware, understand and comply with this Code, uphold these standards in day-to-day activities and comply with all applicable policies and procedures.

Nothing in this Code, in any company policies and procedures or in other related communications (verbal or written) shall constitute and shall not be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment.

This policy should be read and applied in conjunction with all Corporate Governance Policies.

Applicability: The policy is applicable to:

1. All employees of the Company and its subsidiaries (including the Board of Directors);
2. Agents and vendors;
3. Venture partners, business partners, customers /clients, associates;
4. Contractors, sub-contractors, interns; or
5. Other third parties .

All the foregoing 1-5 hereinafter collectively referred to as '**stakeholders**'.

Our Core Values

Our core values serve to reflect who we are as an organisation and are the foundation of our culture. Our employees are expected to conduct themselves in a manner that emphasizes our values within the organisation and with external stakeholders.

- We are **BOLD**: We strive to be bold in our thinking & confident in our decisions. We take considered risks without fear of criticism or failure, in pursuit of ambitious goals.
- We are **INNOVATIVE**: We challenge status quo to transform breakthrough ideas into results.
- We put our **CUSTOMER FIRST**: Our customers are at the center of everything we do. We endeavor to create magical moments and build lasting relationships.
- We strive for **EXCELLENCE**: We commit to consistently deliver outstanding products and services on time, through continuous improvement and collaboration.
- We build **TRUST**: We are committed to creating a fair, inclusive environment and treat each other with respect, empathy and transparency.



The Company recognizes the importance of ethics, integrity, values and principles to its business conduct. It is every stakeholder's responsibility to uphold and adhere to these values. Some of these reflect regulatory requirements. Violations of such regulations may result in significant liability for stakeholders and the Company. The objective of the Code is to set out the acceptable standards of ethics, values and principles. It is also intended to define such practices which are not acceptable to the Company.

General Standards of Conduct

1. Honest and Ethical Conduct

The Company considers honest conduct to be one that is free from fraud or deception. The Company considers ethical conduct to be one that conforms to accepted professional standards of conduct and includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

All stakeholders are expected to act in accordance with the highest standards of personal and professional conduct, integrity, honesty and exercise good judgment while carrying out any activity, of the Company, with the Company or on behalf of or while representing the Company. The stakeholders are also expected to maintain a cooperative, efficient, positive, harmonious and productive work environment.

2. Workplace Free of Harassment

a) Harassment:

The Company is committed towards providing a work environment that is free of unlawful harassment and prohibit any harassment or discrimination of any kind.

Through this clause, the Company desires to reemphasize the significance of human resource to the Company, its stand on such mistreatment or misconduct and the intolerance towards such misconduct. It is the responsibility of every stakeholder to ensure that this goal of the Company is achieved by lending their support and treating fellow workers and all other individuals with dignity and respect.

Examples of violations include but are not limited to the following :

- Offensive communication, whether oral or written including visual images, where anyone is disrespected, based on color, age, religion, etc
- Offensive gestures or actions like staring, assault, etc
- Display of offensive graphic pictures, posters, etc
- Violating an individual's dignity
- Creating an intimidating, hostile, degrading, humiliating or offensive environment
- Racial discrimination
- Discrimination relating to disability
- Act or conduct by a person in authority which creates the environment at workplace hostile or intimidating to a person
- Bullying
- Stalking

b) Sexual Harassment:

The Company is committed to ensure an environment free from sexual harassment and exploitation and bides by the regulations of each location that it operates in.

Sexual harassment includes any one or more of the following unwelcome acts or behaviour (whether directly or by implication):

- Sexually offensive communication, whether oral or written including emails, jokes, letters, visual images, phone call, voice mail or other communication of sexual nature
- Any gestures or actions or conduct which is sexually offensive in nature or any other unwelcome physical or non-verbal conduct of sexual nature
- Demand or request for sexual favors
- Physical conduct, contact, advances such as assault, molestation or unwanted touching
- Eve teasing, actions invading one's privacy
- Act or conduct by a person in authority which creates a hostile or intimidating environment at workplace to a person
- Enquiring into one's sexual experiences

3. Drug, Alcohol and Weapons Abuse

To meet responsibilities towards the stakeholders and investors, the Company recognizes the importance of maintaining a healthy and productive work environment. Thus, misusing controlled substances, or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol on the job is strictly prohibited. The Code also prohibits selling, manufacturing, distributing, possessing or using of any weapons at work.

4. Health, Safety at Workplace and Work Environment

The Company values its people – the keepers of its values, as the fundamental component for its success. The safety of employees in the workplace is a primary concern of the Company. The Company has taken steps to provide the employees with a safe and healthy work environment by implementing safety measures like emergency exits, fire alarms, fire extinguishers, smoke detectors, etc. It is the responsibility of each stakeholder to adhere to all applicable health and safety policies in order to maintain secure and healthy work surroundings. It is further the duty of the all stakeholders to educate and create awareness amongst them. For any questions regarding this clause, contact the Business HR.

The Company understands the importance of its contribution outside the working environment of the employees. The Company recognizes its role and responsibilities as a global citizen, in preserving and protecting the environment. The Company believes in conducting its operations keeping in mind its impact and effects on the environment, by putting in place practices in its everyday operations by efficient utilization of natural resources and to minimize adverse effect on the environment. The Company supports ideas and initiatives that promote sustainable economic development. The Company aims to achieve these objectives through the Company Social Responsibility programs and by complying with all the applicable environment related local laws and by evaluating the impact on environment in all the business decisions, actions, strategies, and initiatives.

5. Dress Code and other Personal Standards

As a representative of the Company, every employee must report to work properly groomed and wearing appropriate clothing. Employees (including agents/consultants representing OnMobile) are expected to dress neatly and in a manner consistent with the nature of the work performed. When visiting or working on a client location, they will have to adhere to the dress standards maintained at that particular client site as well, adhering to whichever is stricter.

6. Expense Claims

The purpose for incurrence of expenses must be authorized by the manager of the employee in advance. The reimbursement of expense incurred must be claimed within 60 days of incurring the expenditure, unless otherwise specified. Expense claims post the expiry of 60 days will be deemed to be unauthorized. Expense claims that are found to be fraudulent and false will be treated as violation of the Code and accordingly be subject to disciplinary actions. Personal expense will not be reimbursed by the company and any such claim shall be treated as a violation of the Code.

7. Equal Employment Opportunity

The Company firmly believes in offering equal employment opportunity and is committed towards following employment practices like recruiting, hiring, promoting, transfer, layoffs, termination, compensation and training without any discrimination.

The Company is committed to support equal employment opportunity for all individuals, regardless of race, color, religion, creed, caste, economic or social status, gender, nationality, citizenship, age, sexual orientation, physical disability, pregnancy, childbirth, marital status, medical condition, ancestry, language, sexual orientation or any other characteristic. The Company's commitment to equal employment opportunity extends to any other protected classes which may exist under applicable law. The Company opposes any discrimination, whether direct or indirect.

The Equal Employment Opportunity Commission is an independent government agency of the United States that promotes equal opportunity in employment through administrative and judicial enforcement of the civil rights laws. The rules and guidelines need to be mandatorily followed in the US and the same will be adhered to in the true spirit elsewhere also, by the Company.

The Equal Employment Opportunity Commission covers this objective through various rules and guidelines as covered in:

- Equal Pay Act of 1963-eliminate sex discrimination in the payment of wages.
- Civil Rights Act of 1964- bars employment discrimination based on race, color, national origin, religion, gender, genetic information, or retaliation with respect to applicants or employees of the Federal government.
- The Age Discrimination in Employment Act of 1967- employment discrimination against persons who are age 40 or older.
- The Pregnancy Discrimination Act of 1978, Public Law 95-555 (Pregnancy Act) prohibits discrimination based on pregnancy.

8. Human Rights

The Company understands its responsibility to respect human rights and understands meeting such responsibilities can play a positive role in the communities where the Company operates. The Company reinforces the importance of human rights by creating awareness through this Code, through action and reinstates the stakeholders' responsibility of treating each other with respect and dignity. The Company is committed to developing such organizational culture by implementing a policy in support of internationally recognized human rights and seeks to avoid participation in human rights abuses. The Company believes in meeting these responsibilities by respecting our human resources as per the International Labor Organization (ILO)'s Declaration on Fundamental Principles and Rights at Work, including enforcement of non-discrimination, prohibition of child and forced labor, and freedom of association and the right to engage in collective bargaining.

The Company's conduct in our global operations is consistent with the spirit and intent of the United Nations Universal Declaration of Human Rights; the ILO Declaration on Fundamental Principles and Rights at Work, where applicable to business; and other applicable international principles, including the Voluntary Principles on Security and Human Rights.

These guidelines cover prohibition of child labor, forced labor, freedom of association, right to collective bargaining and protection from discrimination. Discrimination could be on the grounds of race, color, religion, creed, caste, economic or social status gender, nationality, citizenship, age, sexual orientation, disability, pregnancy, childbirth, marital status, medical condition, ancestry, language or any other characteristic.

The Company also encourages third parties to treat their employees and to interact with communities in a manner that respects human rights and is consistent with the spirit and intent of this Code. The Company seeks that all stakeholders adhere to all applicable domestic laws and encourage them to be consistent with ILO core labor principles and reinforce awareness of potential human rights issues.

9. Duties of Independent Directors

The Independent Directors shall—

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the company and the external environment in which it

operates;

- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) acting within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

10. Anti – Bribery and Related Provisions

1) Anti – Bribery Regulations

In order to comply with the applicable anti - bribery regulations, the stakeholders are required to adhere to specific provisions. For guidance on these provisions please refer the Company's **Anti - Bribery Policy**.

2) Offering or Accepting Gifts, Hospitality and Entertainment :

Exchange of business gifts, hospitality and entertainment maybe an acceptable norm or practice in some geographies as a local culture, as part of everyday business operations, in order to maintain business relationships. However, this can create an implied or actual conflict of interest or illicit payment. This clause is intended to set out guidelines for stakeholders' with respect to offering or accepting of gifts, hospitality and entertainment to/from third parties. For any questions regarding this clause, contact the Business HR

Gifts given by the Company to suppliers or customers or received from suppliers or customers should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The nature and cost must always be accurately recorded in the Company's books and records. While it may be customary on occasions such as of festivals or certain corporate events, all gifts and entertainment should be for a genuine business purpose, reasonable, given in the ordinary course of business and should comply with this clause on Gifts, Hospitality and Entertainment.

a) Prohibitions:

Under no circumstances can the stakeholders offer or promise to pay/give/accept/receive payment, or issue authorization to pay /receive/accept any money, gift, or anything of value -

- 1) To or from any government officials, agent and authority with or without intent to derive any benefit in return
- 2) Frequent in nature
- 3) In violation of or prohibited by any local law or regulation
- 4) More than nominal value like INR 500 in India/USD 100 for international employees.

- 5) Creating an impression or implied obligation that the giver or receiver is entitled to a preferential treatment, or has influenced the business decision in some way
- 6) Not within the limits set forth in this Code
- 7) Prohibited by the givers' or receivers' organizations
- 8) Inappropriate in the context of the business occasion
- 9) Over 4 times in a year

b) Additional Guidelines:

- 1) As a thumb rule, stakeholders shall always refuse to accept any gift that is in violation of the Code. But, in case where the stakeholders receive gifts at a business event, where it is impractical or offensive to refuse, the stakeholders may accept the gift (unless inappropriate i.e. gift of unwarranted value) at that time and then report and return the same to their Business Unit Head within 15 working days. The BU heads shall handle and treat the same in compliance with the Code and Group Global CFO to decide if the same shall be returned to the recipient/ giver or donated for charity or retained by the Company.
- 2) In case gifts are required to be accepted from any customer, vendor or business partner more than 4 times in a calendar year and whose cumulative nominal value is more than INR 2,000 for hospitality or entertainment or USD 400 for gifts, prior approval from the Business Unit Head and Group Global CFO be obtained.
- 3) In case receipt of such gifts/ entertainment is an unplanned event, the recipient is to report the same within 24 hours to the Business Unit Head and Group Global CFO.
- 4) If the approval is denied by the aforesaid personnel for gifts, such gift(s) are to be forwarded to the concerned HR spokesperson for distribution to local charities approved by Business Unit Head and Group Global CFO.

The limits mentioned above, are for all employees (INR amount for India and USD for international).

c) Gifts, Hospitality and Entertainment to Government Officials:

Gifts, hospitality and entertainment, given/ provided as permitted within the limits of the Code, have to be intimated by respective employees, to the Global Business HR Head, within 24 hours of the event or as soon as the requisite approval is obtained, whichever is earlier.

11. Applicable Laws and Regulations

Every stakeholder must comply with all applicable laws, regulations, rules and regulatory orders. Each stakeholder must acquire appropriate knowledge of the requirements relating to his duties, sufficient to enable him to recognize potential threats and to know when to seek advice from the Legal Department on specific Company policies and procedures. Violations of laws, regulations, rules and regulatory orders may subject the stakeholder to individual criminal or civil liability, as well as disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or loss of business.

12. Anti-Boycott

In order to comply with the all applicable trade restrictions and boycotts imposed in or by a country in which the Company conducts its operations, stakeholders are prohibited from participating, supporting or providing information on any boycott activities like transactions with identified terrorist organizations or narcotics traffickers, transactions with black listed companies. Further the stakeholders shall not participate in any boycott which is unsanctioned or prohibited by any local law.

Consequences for non-compliance for such regulations include fines and imprisonment for responsible individuals. The Company may be prohibited from further participation in certain trade.

13. Conflicts of Interest

Every stakeholder is responsible to the Company, investors and each other. Although this duty does not prevent the stakeholders from engaging in personal transactions and investments, it does demand that the stakeholders avoid situations where a conflict of interest might occur or appear to occur for the Company. As a legal entity the Company is subject to scrutiny from many different individuals and organizations and always strives to avoid even the appearance of impropriety.

All stakeholders must avoid situations like personal or romantic involvement with a competitor, supplier, or subordinate employee of the Company, which impairs a stakeholder's ability to exercise good judgment on behalf of the Company, and creates an actual or potential conflict of interest.

A stakeholder involved in any conflict of interest should immediately disclose the relevant circumstances to his or her immediate supervisor, or any other appropriate supervisor, to determine whether a potential or actual conflict exists. If an actual or potential conflict is established, then the Company may take necessary corrective action according to the circumstances. Failure to disclose facts shall constitute grounds for disciplinary action.

A stakeholder's duty to the Company demands that he or she avoids and discloses actual conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Examples include:

i. Employment/ Outside Employment

The Company prohibits employees in the grades PM4 and above from accepting simultaneous employment with any third party (including the Company supplier, customer, developer or competitor) whether full time or part time without prior approval of the Audit Committee. In case of other employees, combined approval of Global Head of HR and Group Global CFO is required. All employees are also prohibited from taking part in any activity that enhances or supports a competitor's position. Additionally, employees must disclose to the Company any interest that may conflict with the business of the Company. For any questions regarding this clause contact your supervisor or the Business HR.

ii. Outside Directorships

It is a conflict of interest to serve as a director of any company that competes with the Company. The Code requires that all employees obtain approval from the Company's Audit Committee prior to accepting any external directorship. Such approval may be conditioned upon the completion of specified actions. Any external directorship, not necessarily that of a competitor, has to be disclosed and approved by the Audit Committee.

iii. Business Interests

If any employee is considering investing in a Company customer, supplier, developer or competitor, they must first take great care to ensure that such investments do not compromise their responsibilities towards the Company. Numerous factors should be considered in determining whether a conflict exists, including the size and nature of the investment; employee's ability to influence the Company's decisions; employee's access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company. All business interests with the Company customer, supplier, etc should be disclosed within 7 days. Any investment with competitors is strictly prohibited unless the investment is by way of buying shares / debentures without voting rights.

iv. Related Parties

As a general rule, employees should avoid conducting Company business with a relative, or with a third party business where a relative is associated in any significant role. The Company discourages the employment of relatives in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial or other dependence or influence (e.g., an auditing or control relationship, or a supervisor/ subordinate relationship).

If such a related party transaction is unavoidable, one must fully disclose the nature of the related party transaction to the Company's Group Global CFO. If determined to be material to the Company by the Group Global CFO, the Company's Audit Committee must review and approve in writing in advance such related party transactions. The significant related party transactions, involving the Company's directors or executive officers, must be reviewed and approved in writing in advance by the Company's Board of Directors. The Company must report all such material related party transactions under applicable accounting regulations such as the Companies Act, 2013. Any dealings with a related party must be conducted in a fair manner, without any preferential treatment to the related party as against any third party.

The purpose of this Code is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/ subordinate relationship. If a question arises about whether a relationship is covered by this Code, the HR Department is responsible for determining whether an applicant's or transferee's relationship is covered by this Code. The HR Department shall advise all affected applicants and transferees of this Code. Wilful withholding of information regarding a prohibited relationship/ reporting arrangement will be subject to disciplinary action. The Company retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.

v. Other Situations

As other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. For any questions regarding conflict of interest contact the Group Global CFO or Global Head of HR.

a) Corporate Opportunities

The Company prohibits stakeholders from exploiting or pursuing opportunities for their personal gain through the use of the Company property, information or position unless the opportunity is disclosed fully in writing and approved by the Company's Board of Directors.

b) Solicitation and Distribution of Literature

In order to ensure efficient operation of the Company's business and to prevent disruption to stakeholders, the Company has established control of solicitations and distribution of literature on Company property. No stakeholder shall distribute or circulate any written or printed material in work areas, on client locations or Company's property. For any questions regarding this clause contact the Business HR.

c) Protecting the Company's Confidential Information

The Company's confidential information is a proprietary asset. It includes product architectures; source codes; product plans and road maps; names and lists of customers, dealers, and employees and financial information including the intellectual property of the Company. This information is the property of the Company and may be protected by patent, trademark, copyright and trade secret laws. Stakeholders must safeguard such confidential information and use it for the Company business purposes only.

This responsibility of safeguarding includes

- not disclosing the Company confidential information such as the Company's services or business over the internet,
- properly labeling all documentation or correspondence shared with any third party as "Company Confidential", secure and
- proper disposal of confidential information in accordance with the clause on Maintaining and Managing Records of this code.

This obligation extends to confidential information of third parties, which the Company has rightfully received under non-disclosure agreements. See the clause dealing with Handling Confidential Information of Others set forth in this Code.

1. Proprietary Information and Invention Agreement :

On joining or engaging in a contract with the company, every stakeholder has to sign an agreement to protect and hold confidential the Company's proprietary information. This agreement remains in effect throughout the tenure of stakeholder's service and after leaving the Company. Under this agreement, employee may not disclose the Company's confidential information to anyone or use it to benefit anyone other than the Company without the prior written consent of authorized Company personnel.

2. Disclosure of Company Confidential Information :

In the normal course of business or to expand business, the Company's confidential information may be disclosed to potential business partners. However, such disclosure should not be done without consultation with manager and other appropriate Company personnel the disclosure of confidential information. If on consultation the disclosure is found necessary, then contact the Legal Department to ensure that an appropriate written NDA is signed prior to the disclosure. The Company has standard NDAs appropriate for most disclosures. An employee must not sign a third party's NDA or accept changes to the Company's standard NDAs without review and approval by the Company's Legal Department. In addition, all Company materials that contain Company confidential information, including presentations, must be reviewed and approved by manager and other appropriate Company management prior to publication or use. Furthermore, any stakeholder publication or publicly made statement that might be perceived or construed as attributable to the Company, made outside the scope of his or her employment with the Company, must be reviewed and approved in writing in advance by respective manager and other appropriate Company management and must include the Company's standard disclaimer that the publication or statement represents the views of the specific author and not of the Company.

3. Requests by Regulatory Authorities :

The Company and its stakeholders must cooperate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Company with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Company's Group Global CFO. Non public financial information should not be disclosed for any non business purposes without the prior approval of the Group Global CFO.

14. Company Spokespeople :

The Company has designated its Managing Director and CEO, as official Company spokesperson for financial matters. All inquiries from the press and financial analysts should be referred to the Group Global CFO. All press releases, interviews, media replies should be pre-cleared by the Corporate Marketing Department. The Company has designated its Corporate Marketing Department as official Company spokespeople for marketing, technical and other such information. These designees are the only people who may communicate with the press on behalf of the Company. Any communication which is confidential or could jeopardize Company's image should be approved by CEO. The Spokesperson shall ensure that the information so shared is true, fair, consistent and timely to the best of his knowledge and restricted to the definite subject.

15. Obligations under Security Laws – “Insiders” Trading

The Company's shares are listed and traded on the Mumbai Stock Exchange and National Stock Exchange and thus is obligated under the relevant Indian Securities law. In the normal course of business, stakeholders may come into possession of significant and sensitive information. This information is the property of the Company, entrusted with a stakeholder. One may not profit from it by buying or selling securities for oneself. Further not to tip others to enable them to profit or for them to profit on ones behalf. The purpose of this Code is both to inform of legal responsibilities and to make clear that the misuse of sensitive information is contrary to the Code and applicable Indian security law. Insider trading is a crime penalized



by fines and imprisonment for individuals. Insider traders must also disgorge any profits made, and are often subjected to an injunction against future violation. Finally, insider traders may be subjected to civil liability in private lawsuits.

Insiders trading rules are strictly enforced even in instances when the financial transactions seem small. The Company has imposed a trading blackout period on the stakeholders who, as a consequence of their position with the Company, are more likely to be exposed to material non-public information about the Company. These stakeholders generally may not trade in Company securities during the blackout period.

For more details and to determine if restricted from trading during trading blackout periods, every stakeholder should read the Company's Insider trading rules carefully, paying particular attention to the specific policies and the potential criminal and civil liability and/ or disciplinary action for insider trading violations. The Company's Insider trading rules shall be complied with, and the pre-clearance procedures for trading should be followed and traded only during a trading window is open.

Stakeholders who violate this Code will also be subject to disciplinary action. For questions regarding this clause on insider trading rules contact the Company Secretary.

i. Prohibition against Short Selling of Company Stock:

No stakeholder may, directly or indirectly, sell any equity, security including derivatives, of the Company if he/ she does not own the security sold or he/ she owns the security does not deliver it against such sale (a short sale) within the applicable settlement cycle. No stakeholder may engage in short sale.

16. Use of Company's Assets:

i. General :

Protecting the Company's assets is a key responsibility of every stakeholder. Care should be taken to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. All Company stakeholders are responsible for the proper use of Company assets, and must safeguard such assets against loss, damage, misuse or theft. Stakeholders who violate any aspect of this Code or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action. Company equipment and assets are to be used for Company business purposes only. Stakeholders may not use Company assets for personal use, nor may they allow any other person to use Company assets. For any questions regarding this clause contact the HR Department.

ii. Company Brand and Logo :

The Company owns various trademarks including the name OnMobile® and logo of the Company in specific countries. All the trademarks owned by the Company should be conspicuously marked with the ® designation or with a notation that it is the registered trademark of the Company whenever it is used in any medium, presentation or other promotional context for any commercial purpose in these specific countries. The trademark name, logo, size will be displayed on the Intranet and all concerned should copy it from Intranet. For any questions regarding this clause contact the Corporate Marketing team.



iii. Physical Access Control

Company has and will continue to develop procedures covering physical access control to ensure privacy of communications, maintenance of the security of the Company communication equipment, and safeguard Company assets from theft, misuse and destruction. All stakeholders are personally responsible for complying with the level of access control that has been implemented in the facility where they work on a permanent or temporary basis. No one should defeat or cause to be defeated the purpose for which the access control was implemented.

iv. Company Funds

Every employee including the Board of Directors is personally responsible for all Company funds over which he or she exercises control. Company agents and contractors should not be allowed to exercise control over Company funds. Company funds must be used only for Company business purposes. Every employee and Board member must take reasonable steps to ensure that the Company receives good value for the Company funds spent, and must maintain accurate and timely records of all expenditure. Expense reports must be accurate and submitted in a timely manner. Stakeholders must not use Company funds for any personal purpose.

v. Computers and Other Equipments

The Company strives to furnish stakeholders (excluding clients) with the equipment necessary to efficiently and effectively do their jobs. Stakeholder (excluding clients) must safeguard that equipment and to use it responsibly only for Company business purposes. If Company equipments are used at home or off site, stakeholder should take precautions to protect it from theft or damage, just as if it were their own. On termination of business relationship with the Company the stakeholder must immediately return all equipments and other property to the Company. While computers and other electronic devices are made accessible to stakeholders to assist them to perform their jobs and to promote Company's interests, all such computers and electronic devices, must remain fully accessible to the Company and, to the maximum extent permitted by law, will remain the sole and exclusive property of the Company.

Stakeholders should not maintain any expectation of privacy with respect to information transmitted over, received by, or stored in any electronic communications device owned, leased, or operated in whole or in part by or on behalf of the Company. To the extent permitted by applicable law, the Company retains the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through its stakeholders, at any time, either with or without his knowledge, consent or approval. For more details please read the Company's policy on **Information Security Policies for Users.**

vi. Software

All software used by employees to conduct Company business must be appropriately licensed. Never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose you and the Company to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to



disciplinary action. The Company's Computers and Communication Department will inspect Company computers periodically to verify that only approved and licensed software has been installed. Any non-licensed/ supported software will be removed. For more details please read the Company's policies on **Information Security Policies for Users**.

vii. Electronic Usage

The purpose of this Code is to make certain that employees utilize electronic communication devices in an ethical and appropriate manner. This Code addresses the Company's responsibilities and concerns regarding the fair and proper use of all electronic communications devices within the organization, including computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones. Posting or discussing information concerning the Company's services or business on the Internet without the prior written consent of the Company's Group Global CFO is prohibited. Any other form of electronic communication used by employees currently or in the future is also intended to be encompassed under this Code. It is not possible to identify every standard and rule applicable to the use of electronic communication devices. Employees are therefore encouraged to use sound judgment whenever using any feature of communications systems. For more details please read the Company's policies on **Information Security Policies for Users**.

viii. Maintaining and Managing Records

The purpose of this Code is to set forth and convey the Company's business and finance requirements in managing records, including all recorded information regardless of medium or characteristics. Records include paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm or all other media. The Company is required by local, foreign and other applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records. Civil and criminal penalties for failure to comply with such guidelines can be severe for and the Company and failure to comply with such guidelines may subject the stakeholders to disciplinary action.

ix. Records on Legal Hold

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Company's Finance Department determines and identifies what types of Company records or documents are required to be placed under legal hold. Every stakeholder must comply with this Code and failure to comply may subject the stakeholders to disciplinary action.

The Company's Finance Department will notify if a Legal hold is placed on records for which an employee is responsible. Employee then must preserve and protect the necessary records in accordance with instructions from the Company's Finance Department. Records or supporting documents that have been placed under a Legal hold must not be destroyed, altered or modified under any circumstances. A legal hold remains effective until it is officially released in writing by the Company's Finance Department. If employee is unsure whether a document has been placed under a legal hold, he should preserve and protect that document while concurrently checking with the Company's Legal Department. For any questions regarding this clause contact the Company's Legal Department.

17. Payment Practices

i. Accounting Practices

The Company's responsibilities to its stakeholders and investors require that all transactions be fully and accurately recorded in the Company's books and records including periodic financial reports to be submitted to regulatory authorities. These records should be in compliance with all applicable laws including Generally Accepted Accounting Principles (GAAP), International Financial Reporting Standards (IFRS), general accepted guidelines, principles, standards, laws, regulations or any other standards of accounting and reporting adopted by the Company and applicable in the country in which the Company conducts its operations.

All required information shall be accessible to the company's auditors and other authorized persons and government agencies. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate the Code and the law. There shall be no wilful omissions of any company transactions from the books and records, no advance income recognition and no hidden bank accounts and funds. Any wilful material misrepresentation of and/or misinformation of the financial accounts and reports, recording and approving of false or misleading transactions, transactions without adequate relevant supporting documents, inaccurate recording, shall be regarded as a violation of the Code apart from inviting appropriate civil or criminal action under the relevant laws. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.

ii. Political Contributions

The Company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is the Company's policy to comply fully with all local, foreign and other applicable laws, rules and regulations regarding political contributions. The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the Company's Board of Directors.

The approval shall also be in accordance with the applicable local laws.

ii. Export Controls

A number of countries maintain controls on the destinations to which products or software may be exported. The stakeholders should comply with all laws of these countries to which the export transaction takes place and also comply with export control laws applicable for such transaction in India. For any questions regarding this clause please contact the Group Global CFO.

18. Customers and Suppliers

i. Customer Relationships

If the job puts an employee including agents in contact with any Company customers or potential customers,



it is critical to remember that the stakeholder represents the Company to the people with whom they deal. Every stakeholder should act in a manner that creates value for the customers and helps to build a relationship based upon trust. The Company and its stakeholders have provided services for many years and have built up significant goodwill over that time. This goodwill is one of Company's most important assets, and the Company stakeholders must act to preserve and enhance the Company reputation.

ii. Publication of Outsiders

The Company subscribes to many publications that help employees do their jobs better. These include newsletters, reference works, online reference services, magazines, books, and other digital and printed works. Copyright law generally protects these works, and their unauthorized copying and distribution constitute copyright infringement. Before copying publications or significant parts of them, prior approval of the publisher of a publication must be obtained. For any questions regarding this clause contact the Legal Department.

iii. Handling Confidential Information of Others

The Company has many kinds of business relationships with many companies and individuals. Sometimes, they will volunteer confidential information about their products or business plans to induce the Company to enter into a business relationship. At other times, the Company may request that a third party provide confidential information to permit the Company to evaluate a potential business relationship with that party. Whatever the situation, the Company must take special care to handle the confidentiality of information of others. Stakeholders must handle such confidential information in accordance with the company agreements with such third parties.

a) Appropriate Nondisclosure Agreements

Confidential information may take many forms. An oral presentation about a company's product development plans may contain protected trade secrets. A customer list or employees list maybe a protected trade secret. A demo of an alpha version of a company's new software may contain information protected by trade secret and copyright laws.

An employee should never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate NDA has been signed with the party offering the information. The NDA should be vetted by the Legal Team. The Finance Department can provide nondisclosure agreements to fit any particular situation, and will coordinate appropriate execution of such agreements on behalf of the Company. Even after a NDA is in place, employee should accept only the information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive confidential information is offered and it is not necessary, for immediate purposes, it should be refused.

b) Need-to-Know

Once a third party's confidential information has been disclosed to the Company, there is an obligation to abide by the terms of the relevant nondisclosure agreement and limit its use to the specific purpose for which it was disclosed and to disseminate it only to other Company employees with a need to know the

information. Every stakeholder involved in a potential business relationship with a third party must understand and strictly observe the restrictions.

c) Notes and Reports

When reviewing the confidential information of a third party under a NDA, it is natural to take notes or prepare reports summarizing the results of the review. Draw conclusions about the suitability of a business relationship based partly on those notes or reports. Notes or reports, however, can include confidential information disclosed by the other party and so should be retained only long enough to complete the evaluation of the potential business relationship. Subsequently, they should be either destroyed or turned over to the manager or other appropriate company personnel for safekeeping or destruction. They should be treated just as any other disclosure of confidential information is treated: marked as confidential and distributed only to those Company employees with a need to know.

d) Competitive Information

The stakeholder should never attempt to obtain a competitor's confidential information by improper means, and should especially never contact a competitor regarding their confidential information. While the Company may, and does, employ former employees of competitors, the company recognizes and respects the obligations of those employees not to use or disclose the confidential information of their former employers.

e) Distribution of Competitive Information

Competitive information is under the control of the Department Head/Functional Head/Delivery Head. The respective HOD can distribute the information on a need to know basis. If the information needs to be shared for more than four members the same would require CEO's approval.

iv. Selecting Suppliers

The Company's suppliers make significant contributions to the success of the Company. To create an environment where suppliers have an incentive to work with the Company, they must be confident that they will be treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. Under no circumstances should any employee or agent attempt to coerce suppliers in any way. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate NDA has been signed. In some cases where the products or services have been designed, fabricated, or developed to our specifications the agreement between the parties may contain restrictions on sales.

19. Government Relations

It is the Company's policy to comply with all applicable laws and regulations governing contracts and dealings with government employees and public officials, and to adhere to high ethical and moral standards of business conduct. This Code includes strict compliance with all local, foreign and other applicable laws, rules and regulations. For any questions concerning government relations contact the Finance Department.

1) Lobbying

Stakeholders whose work requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must have prior written approval of such activity from the Company's CEO. Activity covered by this Code includes meetings with legislators or members of their staffs or with senior government officials. Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this Code even if the communication ultimately is not made.

2) Government Contracts

It is the Company's policy to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to strictly adhere to all terms and conditions of any contract with local, foreign or other applicable governments. The Company's Finance Department must review and approve all contracts with any government entity.

20. Free and Fair Competition

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. The Company is committed to obeying both the letter and spirit of these laws. The consequences of not doing so can be severe for all. These laws often regulate the Company's relationships with its distributors, resellers, dealers and customers. Competition laws generally address the following areas: pricing practices (including price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination, and many other practices.

Competition laws also govern, usually quite strictly, relationships between the Company and its competitors. As a general rule, contracts with competitors should always avoid subjects such as prices or other terms and conditions of sale, customers, and suppliers. Stakeholders may not knowingly make false or misleading statements regarding its competitors or the products of its competitors, customers or suppliers. Participating with competitors in a trade association or in a standards creation body is acceptable when the association has been properly established, has a legitimate purpose, and has limited its activities to that purpose.

No stakeholder shall at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, or bids or the intent to bid or even discuss or exchange information on these subjects. In some cases, legitimate joint ventures with competitors may permit exceptions to these rules as may bona fide purchases from or sales to competitors on non-competitive products, but the Company's Finance Department must review all such proposed ventures in advance. These prohibitions are absolute and strict observance is required. Collusion among competitors is illegal, and the consequences of a violation are severe.

Although the spirit of these laws, known as ‘antitrust’, ‘competition’, or ‘consumer protection’ or “unfair competition laws”, is straightforward, their application to particular situations can be quite complex. To ensure that the Company complies fully with these laws, each of us should have a basic knowledge of them and should involve our Finance Department early on when questionable situations arise.

21. Industrial Espionage

It is the Company's policy to lawfully compete in the marketplace. This commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws in the course of competing. The purpose of this clause is to maintain the Company's reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace. The Company expects its competitors to respect Company's rights to compete lawfully in the marketplace. The stakeholders must also respect the competitor's rights equally. Stakeholders may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.

22. Responsibility to Investors

i. Media:

The Company recognizes the significance of retaining investors' confidence and meeting their expectations alongside business goals and objectives of the Company. The Company's progress is not restricted to business decisions, but is also affected by the internal communication of the plans and strategies with all its business partners, employees, investors, vendors, clients, potential investors and clients, and public in general. The Company owes to conduct its operations in a transparent manner to meet investor expectations and the Company owes explanations for its actions to the investors. For this purpose, critical and sensitive information of the Company may be shared with the investors through various public mediums. The objective of this clause is to monitor the validity of the purpose for which the information is shared and to safeguard the interest of the Company from all prospects.

The personnel authorized to share any Company information to outsiders is defined in the clause on ‘Company Spokespeople’. No other personnel other than as defined in this clause can share any information about the Company through media or investors or any third party.

As part of communication through social media, stakeholders should take additional care while sharing any information that is related to the Company. The stakeholders should ensure that all such actions are bound by the Code and should be in compliance with the Code.

Securities laws require fair public disclosure of information concerning companies which have publicly traded securities. Serious penalties and other repercussions could arise for companies and their officers violating these requirements. The Listing Agreement to the Indian Stock Exchange also governs the transmission of information about the Company to outside parties.

ii. Advertisement:

As a participant in a very competitive business, the Company is required to market its reach through various mediums of advertising. Through this clause, the Company emphasizes the importance of its values and

principles in its marketing and advertising operations. The Company advertisements should be ethically designed and will not involve any offensive content. Sufficient measures should be taken to ensure that information shared through the advertisements is true and is not deceiving or misleading.

iii. Training

The Company recognizes the importance of bringing awareness and imparting training to its employees, so as to better equip them to effectively deal with situations involving ethics. The main objective of such training would be to sensitize employees of the problem and consequences of violating any of the applicable laws and regulations. Trainings enable employees to take an objective and sensitive attitude against unethical situations and bribery. For with such objective the Company has implemented a training program which includes the annual compliance training for select employees and induction training for new joiners. The training imparted by the Company is compulsory for every employee. Non completion of such training on compliance with the Code and the Company policies will be considered as a violation of the Code and will be subject to disciplinary action.

23. Employee Commitments

It is every employee's responsibility to:

- Understand the importance of this Code, and not indulge in any actions or activity which may be considered as an offense or violation under this Code.
- Be sensitive to other employees subjected to harassment and support them in reporting the same as per the Code and thereby help create a harassment free environment.
- Discourage other employees from indulging in such misconduct.
- Cooperate in any internal or external investigations of possible violations.
- Report to the appropriate authority any violations of the Code observed .

24. Company Commitments

The Company is responsible for creating appropriate working conditions for health, work, leisure and hygiene. When the victim complains to the employer, the onus is on the employer to make appropriate investigations. If the employer does not pay heed to the complaint, he can be held responsible.

25. Violations

Stakeholders need to help enforce this Code as a part of their job and responsibility. Should they be aware of possible violations, they should report such violations to the concerned authority. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other Company policies, against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. Violations can lead to disciplinary actions.

In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting the Head of Legal or Group Global CFO. It should be noted that such complaints may lead to or be subjected to civil or criminal proceeding beyond the disciplinary actions of the Company.

26. Whistleblower Policy and Reporting

If any stakeholder has reason to believe that he/she has become aware of any concern or misconduct of any nature as shared above, he/she must report those facts to their immediate superior or email concerns to whistleblower@onmobile.com (the email will be acknowledged through an auto mailer). Any Whistleblower in case of special circumstance can report the matter to the Chairman of the Audit Committee by sending an email directly to Chairman of the Audit Committee at ChairmanAC@onmobile.com

To maintain the sanctity and secrecy and to serve the purpose of providing the whistleblower mechanism, all complaints lodged through whistleblower@onmobile.com will be accessed only by the Whistleblower Committee, who shall not disclose the identity of the Whistleblower and take necessary steps in such regard. Complaints can also be lodged anonymously by clicking on the below link: <https://www.onmobile.com/forms/whistleblower/>

The Whistleblower Committee would review and investigate the complaints reported under this whistleblower policy. For all categories of complaint registered under this policy, Whistleblower Committee is authorized to take suitable steps for investigation and on case to case basis may obtain support of external resources / consultants for any investigation. The permanent members of the Whistleblower Committee are as under:

1. Executive Chairman
2. Managing Director and Global CEO

For further information and details please refer the Company Whistleblower Policy.

The principles described in the Code are general in nature, stakeholders should also review all applicable Company policies and procedures and the Employee Handbooks, when adopted for your location for more specific instruction. You can also contact the Business HR if you have any questions. The Code is intended to supplement all the applicable local laws, rules and other corporate policies. In case stakeholders are faced with a situation where the laws and regulations in a country are stricter or more elaborate than any of the relevant Company policies, you must follow the one that sets the higher standards.

27. Waiver

Any waiver of any provision of this Code for a member of the Company's Board of Directors or an executive officer must be approved in writing by the Company's Board of Directors and promptly disclosed. Any waiver of any provision of this Code with respect to any other stakeholder must be approved in writing by the CEO.

28. Disciplinary Actions

The matters covered in this Code are of the utmost importance to the Company, its shareholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its



stated values. The Company expects all stakeholders to adhere to these rules in carrying out their duties for the Company.

The Company will take appropriate action against any stakeholder whose actions are found to violate the Code or any other policies of the Company. Disciplinary actions may include verbal warning, written warning, penalty, suspension, reduction in salary, restitution, initiation of legal action, termination of employment or business relationship at the Company's sole discretion and publication of the incident within the Company (through intranet, email, etc). Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities. You should review all the Company's policies and procedures on Intranet for more detailed information.

For more guidance please refer the Company's Whistleblower Policy.

29. Hierarchy for Regulating The Code

1. Global Business HR Head
2. Global Group CFO
3. MD & Global CEO
4. Audit Committee
5. Board of Directors

30. Modification

The Company is committed to continuously reviewing and updating policies and procedures. Therefore, this Code is subject to modification. This Code supersedes all other documents of the Company such as policies, procedures, instructions, practices, rules or written or verbal representations to the extent they are inconsistent.

Modifications to the Code may be necessary, among other reasons, to comply with applicable regulations and/ or to accommodate organizational changes within the Company.

Each year as part of the annual review, employees (including agents) will be required to sign an acknowledgment indicating that they have received, read, understood and agreed to comply with the Code. All purchase orders will contain a clause asking stakeholders (excluding employees) to visit the intranet link to acknowledge their understanding of the company policies.

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