

CODE OF ETHICS & CONDUCT

As approved by the Board of Directors in their meeting held on 22nd June, 2020

TOPIC INDEX

TOPIC	PAGE NO.
Introduction	3
Overview	3
Objective	3
Scope & Applicability	3
Definition & Interpretation	4
Key Requirements:	4
• Avoid conflict of Interest	4
• Honest & Ethical Conduct	5
• Non-engagement in Conflicting Employment	5
• Corporate Opportunities	5
• Remote Working	5
• Safe and Healthy Work Environment	6
• Confidentiality	6
• Fair dealing	6
• Bribery and Corruption	6
• Protection and Proper Use of Company's Assets	6
• Compliance with Laws, Rules & Regulations	7
• Remuneration from outside assignments.	7
• Insider Trading	7
• Political contributions and activities	7
• Free & Fair Competition and Corporate Espionage	7
• No Harassment (verbal/ physical/ sexual) / Misbehavior/ Discrimination	7
• Directors	8
Compliance with Code	9
Affirmation of Compliance	9
Miscellaneous	9
Annexure – I (Acknowledgement Form)	10

1. Introduction:

Info Edge (India) Limited and its wholly owned subsidiaries (the “Company”) believes in the conduct of its affairs in a fair, accountable and transparent manner and is committed to conduct its business in accordance with the applicable laws, rules & regulations and with highest standards of professionalism, ethics, integrity and objectivity. This Code applies equally to all directors, officers and employees globally, across all our Branches.

2. Overview:

The Directors and Employees of any company must not only comply with applicable laws, rules & regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management.

3. Objective

This code of ethics & conduct (the “Code”) is intended to maintain the high standards of transparency, business conduct, ethics, corporate culture and the values. The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of its business in the best interest of the shareholders, creditors, employees and other business associates.

The code has been framed to comply with the provisions of clause 49 of the listing agreement with stock exchanges and the requirements of Companies Act, 2013 which lays down a requirement for the Company to adopt a formal code of conduct or ethics policy.

The Code of Ethics & Conduct shall be made as an annexure with the appointment letter for all new appointees to be signed and accepted by all at the time of joining. For all existing employees it is being circulated through e-mail network. The code is to be followed by all during the term of their employment. Anybody found disregarding the same would be liable to appropriate disciplinary action taken by the Company.

4. Scope & Applicability

The existing Code of Conduct of the Company was originally framed on 29th January, 2007 and in view of the revised legal framework the same has been amended from time to time.

The Code shall be applicable with immediate effect and is applicable to:

- All Directors, including Independent Directors, of the Company (“Directors”);
- All Directors & employees of the wholly owned subsidiaries of the Company. (hereinafter collectively referred to as “Associates”)
- Employees globally, across our subsidiaries

5. Definitions & Interpretations:

- **“Board Members”**: shall mean Directors on the Board of the Company.
- **“Relative”**: shall have the same meaning as defined in Companies Act, 2013 read with relevant rules therein, i.e.
 - Members of HUF;
 - Husband & Wife;
 - Father (including step-father)
 - Mother (including step-mother)
 - Son (including step-son)
 - Son’s wife.
 - Daughter.
 - Daughter’s husband.
 - Brother (including step-brother)
 - Sister (including step-sister)
- **“Applicable Authority”**: shall mean-
 - a) Chairman of the Audit Committee in case of Directors; and
 - b) CEO/CFO in case of Senior Management Personnel and others covered by the policy.
 - c) Business Head in case of employees covered by this policy.
- **Senior Management Personnel** shall mean and include all members of management one level below the Whole-time Directors, including all functional heads directly reporting to any of the Whole-time Directors;
- **“Unpublished Price Sensitive Information”**: shall mean any information which is not available in public domain and which if disclosed shall have significant bearing on the prices of the securities of the Company or that of its suppliers, customers or competitors.
- Terms that have not been defined in this Code shall have the meaning assigned to them in the Companies Act, 2013, SEBI Act and/or any other SEBI Regulations as amended from time to time.
- In case of presence in countries other than India, any specific compliances/rules mandated by the local laws of such countries will be applicable in addition to this Code.

6. Key Requirements:

All Associates shall conduct themselves within the authority conferred upon them and must not engage in unethical conduct. This Code attempts to describe some of the examples of ethical conduct for the reference of the Associates.

a) Avoid Conflict of Interest:

All Associates shall always act in the interest of the of the company and ensure that any business or personal association including close personal relationships which they may have, does not create a conflict of interest with their roles and duties in our company or the operations of our company. Further, our employees and executive directors shall not engage in any business, relationship or activity, which might conflict with the interest of our company or our group/subsidiary companies. All Associates should be scrupulous in avoiding ‘Conflict of Interest’ with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof and obtain prior written approval from Applicable Authority.

A conflict of interest may arise:

- (i). When an Associate takes action or has interests that may make it difficult to perform his or her work objectively and effectively;
- (ii). The receipt of any personal benefit by a member of his or her family from any supplier, customer or competitor of the Company without prior written approval of the Applicable Authority;
- (iii). Any outside personal business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;
- (iv). The receipt of non-nominal gifts or excessive entertainment (worth over Rs.1000/-) from any person/company with which the Company has current or prospective business dealings by reason of or by virtue of being an Associate of the Company;
- (v). Any investment interest by a Director or Senior Management Personnel or their relative, who is in possession of any unpublished price sensitive information about any supplier, customer, or competitor of the Company;
- (vi). Any consulting or employment (whether part time or full time) relationship with any supplier, customer, business associate or competitor of the Company.

Each Whole-time Director and Senior Management Personnel shall disclose investment details in any unlisted company, whether or not it has a relationship with the Company, exceeding Rs.5,00,000/- or 10% of the total paid-up equity of the unlisted company, whichever is less.

b) Honest and Ethical Conduct:

During the term of employment all Associates shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct not only on Company's premises & offsite but also at company sponsored business, social events etc. Employees shall not make any false claims for personal gains nor shall indulge in fabrication of any documents or bills (medical, travel, conveyance and any other bills/ expense vouchers that may be required to be incurred / raised during the conduct of your normal business activities) Employees shall act and conduct themselves free from fraud and deception.

c) Non-engagement in Conflicting Employment:

During the term of employment with the Company, an Associate will not engage in any other occupation, consulting or other business activity directly or indirectly related to the business in which the Company is now involved or becomes involved during the term of the employment, nor will any Associate engage in any other activities that shall conflict with his/her obligations to the Company. An Associate shall, also, not engage in any other gainful or commercial employment, business or activity part-time or full-time, directly, indirectly, or simultaneously as long as the Associate is employed with the company, or engages himself/herself directly or indirectly in any other profitable business or vocation. Any action on the contrary would render the Associates services liable for termination, with immediate effect notwithstanding any other conditions in the appointment.

d) Corporate Opportunities:

All Associates owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. They are expressly prohibited from:

- (i). Taking for themselves personally, opportunities that are discovered through the use of Company's property, information, or position;
- (ii). Competing directly with the business of the Company or with any business that the Company is considering.
- (iii). Using Company's property, information, or position for personal gain. If the Company has finally decided not to pursue an opportunity that relates to the Company's business activity, he/she may pursue such activity only after obtaining prior approval to the Applicable Authority.

e) Remote working:

Associates who have been permitted by their respective reporting managers to work from a location other

than the office of, such Associates shall ensure that the work will not suffer in remote work arrangement. Associates working from home shall

- a. Choose a quiet and distraction - free working space.
- b. Have an internet connection that is adequate for their job.
- c. Dedicate their full attention to their duties during the working hours.
- d. Adhere to break and attendance schedule as per the standard work policy of the company.
- e. Ensure their schedules overlap with those of their team members for as long as is necessary to complete their job duties effectively

f) Safe and Healthy Work Environment :

During the term of employment, all Associates shall maintain a conducive work environment. Associates shall not indulge in the use of drugs, violence, smoke and alcohol within the office premises.. Associates shall also adhere to the working hours of the Company.

g) Confidentiality:

Associate shall not use, communicate or disclose, except for the benefit of the Company, any sensitive or information of a confidential or proprietary nature relating to the Company which you have been privy to by virtue of being the employee of the Company. "Confidential Information" for this purpose shall mean and include all information, regardless of the form and whether oral, written, stored in a computer database or otherwise, which has been disclosed by the Company or has been gathered or understood during the course the employment which in any way relates to markets, customers (including, but not limited to customers of the Company on whom you called or with whom you became acquainted while being associated with the Company), products, patents, inventions, know-how, software, procedures, methods, designs, strategies, plans, assets, liabilities, revenues, profits, organization, employees, agents, distributors or business in general of the Company. Confidential Information does not include any of the foregoing items which has become publicly known and made generally available through no wrongful act of yours or of others who were under confidentiality obligations as to the item or items involved. Associate shall be responsible for maintaining the secrecy and confidentiality of such Information and all portions thereof.

All Associates shall maintain the confidentiality of unpublished price sensitive information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The use of confidential information for his/her own advantage or profit is also prohibited.

h) Fair Dealing:

Every Associate should deal fairly with customers, suppliers, and competitors of the Company. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

i) Bribery and Corruption:

During the term of the employment with the Company, Associates shall neither receive nor offer or make, directly or indirectly, any unauthorized and/or illegal payments, remuneration, gifts, donations or comparable benefits that are intended to, or perceived to obtain business or uncompetitive favours for the conduct of its business or in the nature of inducements. However, you may accept and offer nominal gifts, which are customarily given for special events/ occasions/ festivals in accordance to the gift policy.

j) Protection and Proper Use of Company's Assets:

All Associates should protect Company's assets and property and ensure its efficient use. Theft, carelessness and waste of Company's assets and property have a direct impact on the Company's

profitability. Company's assets should be used only for legitimate business purposes or for any other use as duly notified and authorized by the Company. All assets made available to the Associate during the course of employment with the Company shall be the exclusive property of the Company. Upon the termination of the employment with the Company, the Associate shall hand over all the company assets in his/her possession to their immediate superior officer or any such person as may be designated by the Company from time to time for this purpose. The Company has the right to have an access to the documents stored on its property. The Company reserves the right to monitor its system to ensure its proper use and to detect security lapses. The Company further retains the absolute right to restrict/ monitor/ modify and delegate the use of its assets by its employees. Associate shall be solely responsible for the use of all assets of the Company that have been entrusted to your custody by the company and no acts of commission or omission on behalf of the Company shall constitute a waiver of such responsibility/ liability on your part.

k) Compliance with Laws, Rules and Regulations:

All Associates are required to comply with all applicable laws, rules and regulations, both in letter and spirit.

l) Remuneration from outside assignments:

All Associates shall return all remuneration, stock options and other benefits to the Company accruing to them on account of any assignment, position etc. held by them, as a nominee of or in trust for and on behalf of the Company, in any other organization unless the same is approved otherwise by the Applicable Authority.

m) Insider Trading:

All Associates of the Company shall be regarded as Insiders within the meaning of SEBI (Prohibitions of Insider Trading) Regulations, 2015 and shall be under an obligation to act in full compliance of these Regulations.

Associates, who have been defined as Designated Persons shall be under an obligation to comply with the provisions of the Code of Conduct to regulated, monitor and report trading by Insiders framed pursuant to aforesaid Regulations, as may be applicable to the Company, from time to time.

n) Political Contributions and Activities:

Any political contribution made by or on behalf of the Company and any solicitation for political contribution of any kind must be in conformity with the prevailing laws and should be approved by the Board of Directors of the Company.

o) Free & Fair Competition and Corporate Espionage:

Free and fair competition is the key to healthy growth of any economy. The Company is committed to obeying both the letter and spirit of the Competition laws. The Company does not believe in use of any unethical means to curb competition or indulge in Corporate Espionage at any level to conduct its business.

p) No Harassment (verbal/ physical/ sexual) / Misbehavior/ Discrimination :

During the term of the employment, Associates shall not engage in any form of harassment in the workplace, including verbal harassment (epithets, derogatory statements, slurs), physical harassment (hitting, pushing or other aggressive physical contact), visual harassment (posters, cartoons, drawings), sexual harassment.

Harassment is unlawful and is prohibited whether it occurs in the workplace, at customer or vendor sites, or at other employment-related events or activities. However, the objectionable conduct need not be unlawful to violate company policy. Company policy prohibits all inappropriate harassing conduct, whether or not the conduct is so severe as to be considered a violation of law.

The company takes a very serious view of instances of sexual harassment and follows a “Zero Tolerance Policy” in this regard.

If any Associate observes, learns of, or is subjected to harassment, he/she shall be responsible to immediately report the conduct to his/her reporting manager or human resources representative for prompt investigation. Investigations will be conducted in as discrete and as confidential a manner as is practicable.

Company will not tolerate or condone any kind of retaliation or reprisal against any employee who has made a good faith complaint of harassment or discrimination. Any such retaliation would also be considered a violation of policy. All such claims will be investigated and shall be treated confidentially to the extent that confidentiality is consistent with a thorough investigation of the reported incident. Any employee found guilty of sexual harassment, after conducting due inquiry and giving the accused employee a reasonable opportunity to be heard in this regard, shall be terminated forthwith and the Company shall also initiate appropriate criminal proceedings in a Court of Law against such erring employee.

q) Directors

The Directors should attend the Board/general meetings comprehending the agenda of the meeting circulated to them. They must strive to attend all the Board meetings scheduled in the year. The directors shall participate actively and constructively in the discussions of the Board and shall follow the guidelines agreed on by the Board regarding how it will govern and conduct itself.

The independent Directors of the Company shall be required to comply with Schedule IV of the Companies Act, 2013 including their duties laid therein as under:

- (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 his 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.

Provided that an independent director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Agreement.

7. Compliance with Code:

If any Associate who knows of or suspects of a violation of applicable laws, rules or regulations or this Code shall use the Whistle Blower Mechanism put in place by the Company for reporting such violations.

The Code does not specifically address every potential form of unacceptable conduct and it is expected that the Associates will exercise good judgment in compliance with the principles set out in the Code. Every Associate has a duty to avoid any circumstances that would violate the letter or spirit of the Code.

Violations of this Code will result in disciplinary action, which may even include termination of services of the employee. The Applicable Authority shall determine appropriate action in response to violations of this Code.

In case of any doubt as to the course of action to be taken, it may be considered as to whether the action would be legal, ethical and whether it would cause a negative perception of the Company.

The Company Secretary shall act as compliance officer for the purpose of the Code, who shall be available to Associates to help them to comply with the Code. Any questions or request for approvals in this regard should be directed to complianceandethics@infoedge.com.

8. Affirmation of Compliance:

8.1 All new Associates shall be informed about the Code by HR via the new Joinee Induction. Such Associate should sign the acknowledgment form annexed as **Annexure-I** hereto and return the form to HR indicating that they have received, read and understood and agree to comply with the Code.

9. Miscellaneous:

9.1 Amendment:

The Company reserves its right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Associates unless the same is notified to them in writing.

9.2 Website:

As per the requirement of the Clause 49 of the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company: www.infoedge.in

Annexure-I

The Compliance Officer
Info Edge (India) Ltd.
B-8, Sector-132,
Noida-201304

Code of Ethics & Conduct

ACKNOWLEDGEMENT FORM

I..... have received and read the Company's Code of Ethics & Conduct. I have understood the contents and agree to comply with the Code.

Signature.....

Name.....

Position.....

Date.....

Place.....

Annexure-II

The Compliance Officer

Info Edge (India) Ltd.

B-8, Sector-132,

Noida-201304

Code of Ethics & Conduct

ANNUAL COMPLIANCE REPORT

I.....do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the Code of Ethics & Conduct of the Company during the financial year ending 31st March, 2021.

Signature.....

Name.....

Position.....

Date.....

Place.....
