



CONFLICT OF INTEREST POLICY

Version Number	Creation/ Revision Date	Prepared /Updated By	Reviewed By	Approved By	Change Description
1.0	01.06.2021	Compliance & Risk Committee	RiskPro	Group CEO	No Changes
2.0	18.05.2022	Compliance & Risk Committee			Added acronyms table, policy review frequency. Updated Scope.

TECHNO BRAIN CONFLICT OF INTEREST POLICY

1. Policy brief & Purpose

Techno Brain Group's (the "Company") **Conflict of Interest Policy** refers to any case where an employee's personal interest might contradict the interest of the Techno Brain Group. This is an unwanted circumstance as it may have heavy implications on the employee's judgement and commitment to the Company, and by extension to the realization of its goals.

This policy will outline the rules regarding conflict of interest and the responsibilities of employees and the Company in resolving any such discrepancies.

2. Scope

This Conflict-of-Interest Policy is applicable to entities of Techno Brain Group and to all prospective or current employees of the Company, as well as independent contractors and persons acting on behalf of the Company. This is enforced through the COI questionnaire.

3. Policy elements

The relationship of the Company with its employees should be based on mutual trust. As The Company is committed to welfare of people under its employment. Similarly, it expects employees to act towards best interest of company and puts interest of company on priority to their own personal interest.

Conflict of interest may occur whenever an employee's interest in a particular subject may lead them to actions, activities or relationships that undermine the TBG and may place it to disadvantage. Policy states that COI questionnaire must be duly completed prior to offering a potential candidate and annually thereafter upon joining and annually from then onwards.

4. What is an employee conflict of interest?

This situation may take many different forms that include, but are not limited to, conflict of interest examples:

- Employees' ability to use their position with TBG to their personal advantage
- Employees engaging in activities that will bring direct or indirect profit to our competitors
- Employees owning shares of a competitor's stock
- Employees using connections obtained through TBG for their own private purposes
- Employees using TBG equipment or means to support an external business
- Employees acting in ways that may compromise TBG's legality (e.g. taking bribes or bribing representatives of legal authorities)
- Engaging in a personal capacity, in any form of paid/unpaid, verbal/contractual relationship, directly or indirectly, with any individual/entity with which the Company has a current or ongoing relationship.
- Conducting business as a representative of TBG, with an entity in which employee holding a financial or commercial interest, or are affiliated to. This interest may be held directly in a personal capacity or indirectly via a closely related person.
- Acting as consultants/advisors in any form to any government/regulatory body/industry association, which can influence the Company's business.
- Acceptance of personal gifts, illegal payments, remuneration, donations, or comparable benefits from competitors, clients and suppliers or potential suppliers.

Acceptance or offering of such gifts or hospitalities that may influence your judgement for Techno Brain. All such transactions should be consistent with the guidelines mentioned in Anti-bribery and Anti-corruption policy.

- Recommending to any of Techno Brain's Business Partners the candidature of your friends / relatives for a career opportunity in favor of prospective business
- Entering business transactions with parties related to you or your family members which are or appear to be detrimental to the Company's interests.

5. Relatives working in the company

Techno Brain defines a 'Relative' or a 'Closely related person' as someone related closely by blood or marriage, or whose relationship with the employee is similar to that of persons who are related by blood or marriage, (such as spouse, son, daughter, mother, father, brother, sister, grand-parents or grand-children, step-parent or step-children, step-sister, step-brother, in-laws, aunt, uncle, nephew, niece, first cousin, domestic partner), or any other relationship that would present a conflict of interest as determined by the Company.

- Relatives should not work in positions wherein, one relative can influence the other relative's employment through decisions, recommendations or judgments related to matters of day to day working, work allocation, appraisal, compensation, hiring, retention, transfer, leave requests, etc.
- All current & prospective employees need to disclose details as per the declaration of all relatives working within the organization or its subsidiaries.
- In case a relative is found to be working in the same function/department, then measures should be put in place to ensure either of the employee is re-allocated to a different role/department keeping in mind the employee's skills and background.
- Every Employee has a responsibility to disclose any change in relation with respect to any another employee falling under the category of a relative, such as becoming a relative of another employee (e.g. Due to marriage, or any business association with the Company or its subsidiaries).
- We will not employ relatives in a supervisor-subordinate relationship or relatives in the same area of influence under any condition. Candidates considered for employment will not be allocated to a role which falls in a reporting relationship or within the same function wherein a known relative is employed. Any relative proposed to be hired in the Company or any of its subsidiaries must be disclosed to the Human Resources prior to the hiring decision.
- Employment of interns who are relatives, on a temporary basis or project work allocations will be based on merit & as per hiring procedures followed by Techno Brain.

6. Relationships with competitors

Employees should not own/ purchase a stake in any competitor company without prior written consent unless it has been purchased through listed stock.

7. Employment outside the Company

Employees cannot accept any employment or work - remunerative or otherwise, outside Techno Brain which may interfere, restrict or impair your ability to undertake your assigned roles and responsibilities at the Company.

Academic speaking engagements for limited hours, on a non-remunerative basis, may be accepted if they do not adversely affect your work at Techno Brain, however prior intimation and approval of such engagements should be sought from the Manager.

For any services or roles irrespective of whether they are remunerative or non-remunerative including association with charitable/not-for-profit/non-commercial organizations or any form

of participation, consultancy or support in product development, must be informed to the HR Business Department.

8. Reporting and Complaint Procedure

Techno Brain is aware that certain conflicting interests cannot be avoided or are impractical to avoid, such as closely related person employed with a customer/vendor.

This policy is designed to uphold and promote the above framework, serves as a mechanism for all employees to report genuine concerns pertaining to unethical behavior, actual or suspected fraud or violation of Conflict of Interest policy Compliance without fear of reprisal.

A potential or actual conflict of interest must be promptly declared to the Compliance and Risk Committee using the mechanism provided. Employees must disclose any potential or existing conflict of interest during their employment with the Company or at the time of joining.

9. Breach of Policy

Any breach of this Policy including failure to report potential violations of compliance policies or applicable law may result in disciplinary measures up to and including termination, suspension of employment or penalty.

The possibility that a conflict of interest may occur can be addressed and resolved before any actual damage is done. Therefore, when an employee understands or suspects that a conflict of interest exists, they should bring this matter to the attention of management so corrective actions may be taken. Supervisors must also keep an eye on potential conflict of interests of their subordinates.

The responsibility of resolving a conflict of interest starts from the immediate supervisor and may reach senior management. All conflicts of interest will be resolved as fairly as possible. Senior management has the responsibility of the final decision when a solution cannot be found.

In general, employees are advised to refrain from letting personal and/or financial interests and external activities come into opposition with the company’s fundamental interests.

10.0 Policy Review

This policy shall be reviewed once every two years or when business needs arise.

11.0 Acronyms

HR	Human Resource
TBG	Techno Brain Group