

CODE OF CONDUCT

NEED AND OBJECTIVE OF THE CODE:

One Point One Solutions Limited (hereinafter referred to as “Company”) is Public Limited Company incorporated under the Indian Companies Act, 1956. The Company wishes to lay down similar Code of Conduct for its Directors and Senior Management Personnel to ensure better corporate governance practices and which is in line with Code of Conduct of Listed Companies.

Senior Management Personnel (SMP) have been defined to include all those who are members of the Core Management Team apart from the Directors. SMP would include all Office, Business and Key Functional Heads. The Company has framed this Code of Conduct for its Directors and Senior Management Personnel.

1. THE COMPANY BELIEVES IN

- Core Values of ‘Honesty, Integrity and Fairness’ being the basis of all transactions internally and externally.
- Being fair to all stakeholders.
- Being true and fair in all statutory and non-statutory disclosures.
- Complying with laws, rules and regulations both in letter and spirit.
- Providing equal opportunity to all employees without any bias on religion, caste, colour, creed or sex in their employment conditions, performance evaluation and development.
- Following good practices that secure the safety and well-being of its employees in their work places and offices.
- Avoiding any form of political alignment at the company level.
- Not making any payment which would be considered as unethical and / or illegal
- Adopting and complying with good corporate governance practices well beyond those mandated or recommended by regulatory authorities.

2. PERSONAL CONDUCT

- 2.1 The Directors and SMP shall avoid any actions that would conflict with the interests of the Company.
- 2.2 The Directors shall disclose to the Board and the SMP’s shall disclose to the Company Secretary his/her or his/her defined relative’s interest in any transaction to which the Company is or is likely to be a party. The Directors and SMP shall avoid any transaction that would be in conflict of the company’s interests and should not pursue it without written consent of Board.
- 2.3 Directors and SMP shall disclose to the Board and the Compliance Officer if any of his/her defined relative is employed or may get employed by the Company.

- 2.4 Conflict of interest is deemed even in transactions with a Customer, Supplier, Business Associate or a Competitor if Director or SMP or their defined relative holds financial interest in such parties.
- 2.5 Financial interest for purpose of clause 2.4 would mean holding 1% or more interest in any party/entity.
- 2.6 In the case of any other transaction or situation giving rise to conflict of interest, the Board shall be the sole arbiter to approve the transaction.
- 2.7 Transactions with 'related parties' (as defined under Companies Act, 2013 and Accounting Standard-18), will be entered into after following Related Party Transactions Policy of the Company.
- 2.8 A Transaction is a transfer of resources, goods, services or obligations between the Company and any party regardless of whether a price or consideration is charged.
- 2.9 The following are covered by the definition of 'relative':
- Spouse
 - 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)
- 2.10 Directors and SMP shall not give or accept gifts from past, present or prospective customers, suppliers and business associates except offering or accepting nominal gifts which are customarily given or taken on festivals, commemorative or special events. In case of any doubt on the "nominal" nature or appropriateness of a gift, matter should be referred to the Compliance Officer who may decide on the same including disposal etc.
- 2.11 Directors and SMPs will restrain from using the Company's property, information, opportunity or position for personal gain or in a manner detrimental to the company's interest.
- 2.12 Directors and SMPs will preserve confidentiality of any information regarding the company, its operations including proprietary information which is not in the public domain or until such time that such information is in public domain.
- 2.13 Directors and SMP will comply with applicable laws, rules and regulations and will devise methods to ensure compliance with applicable laws, rules and regulations. The Board shall assign responsibilities of compliance with various laws to specific SMP.

- 2.14 Directors and SMP shall cooperate with appropriate government authorities in all statutory inquiries and investigations. In this context, 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 authorised personnel.
- 2.15 SMP whose work requires liaising or communicating with government or semi-government authorities must seek written authorization from his superiors before any work in this direction is initiated.

3 DUTIES OF INDEPENDENT DIRECTORS

The duties of Independent Directors as laid down under Schedule IV to the Companies Act 2013 are incorporated herein below pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 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;
- Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- Strive to attend the general meetings of the company;
- 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;
- Keep themselves well informed about the company and the external environment in which it operates;
- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;

- 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;
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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.

4 REPORTING OF VIOLATIONS OF THE CODE OF CONDUCT

Every Director and SMP of the Company will promptly report any actual or possible violation of this code of which he/she is/becomes aware by following the procedure laid down under Whistle Blower Policy of the Company.

5 WAIVERS

Any waiver of any provision of this Code of Conduct for any Director or SMP must be approved in writing by the Board of Directors of the Company.

6 DISCIPLINARY ACTIONS

Action against the person violating this code shall be taken as per company policy and under the supervision of the Board of Directors.

7 COMPANY'S SPOKESPERSONS

The Company has designated its Managing Director / CFO / Company Secretary as official Company spokespersons for financial matters. The Company has designated SMP as spokespersons for disseminating information on marketing, technical and other functional areas.