

Our Code of Conduct

In a rapidly changing and highly competitive world, it is vital to stay focused on what really matters to us at CMS Info Systems Limited ('CMS' or 'Company'). We are strictly committed to high standards of corporate governance, legal compliance and business ethics. Our Code of Conduct defines the boundaries within which we as CMS employees must act to comply with laws and internal policies. By doing so, our Code of Conduct protects CMS and each one of us.

Our Code of Conduct helps us navigate through areas and situations where responsible conduct and ethical decision-making are critically important. By fully complying with our Code of Conduct and all laws and regulations, we can achieve our aspiration to be the nation's leading cash management company, respected and trusted by our customers, investors, employees and all other stakeholders.

Why do we need a Code of Conduct?

Our Code of Conduct helps us to take the right decisions and reminds us what we stand for as a company. It supports our reputation in the markets and the communities we operate in.

CMS Code of Conduct which sets forth the Company's policies on important values aims to develop a role models in promoting business ethics and legal compliance.

Who does our Code of Conduct apply to?

Our Code of Conduct is binding on the members of the Board, all senior executives, managers, employees (including employees on contract basis or serving their probation or notice period) and other stakeholders like customers, investors and vendors etc. of CMS and its affiliates and subsidiaries. We are all obligated to live up to the expectations and commitments set forth in it. Managers at all levels should lead with integrity and give employees appropriate guidance and support.

We should all make sure we understand and abide by the standards set by our Code of Conduct, as well as all relevant local laws and CMS guidelines. We fulfil this responsibility by participating in all necessary training sessions, keeping ourselves informed, by asking questions and seeking expert advice from relevant functions / business divisions when we are in doubt.

What does the Code of Conduct require?

We live up to our Code of Conduct by adhering to

- applicable laws and regulations,
- internal policies and guidelines of the Company and
- ethical business conduct / practices.

Who has issued this Code of Conduct?

This code of conduct is approved and issued by the Board of Directors of CMS.

How will this Code of Conduct be updated or amended?

It will be regularly reviewed by CMS's HR and Compliance Head together with the responsible experts to analyze required revisions. Any changes to this Code of Conduct are subject to the approval of Board of Directors of CMS.

What if something is not covered in our Code of Conduct?

Our Code of Conduct cannot cover in detail the wide variety of situations we may encounter. Each of us is responsible for ensuring we understand CMS's policies and procedures and for maintaining the high ethical standards in every aspect of our work-even when our Code of Conduct provides no direct guidance. We shall act in conformity with professional standards of personal integrity, honesty and ethical conduct. Ethical conduct is one that is free from fraud and deception and includes actual or potential conflicts of interest between personal advantages as against organization's needs and/or values.

We always speak up!

We are all personally responsible for bringing our company's values to life in everything we do. So, it is essential that we all feel entirely free to ask questions or raise concerns, if we are uncertain about what to do, or if something does not feel right. We always speak up.

Sometimes, doing the right thing may take courage. But the earlier we speak up, the more likely we can prevent serious problems from arising-or at least minimize their impact. So, however hard it may be, we speak up immediately when we become aware of an ethics or compliance concern.

Raising concerns in confidence

We are free to choose whether we discuss such violations with your Reporting Manager, HR Head or the Compliance Head.

If we are unsure about our own conduct or about how best to report any concern, we can always contact our Compliance Team for guidance.

We do not just follow our Code. We lead integrity.

For CMS, successful business operations go hand in hand with our integrity as a company-this means living up to the spirit and the letters of the laws that govern our industry and living up to

our commitments towards the society at large. Our Code of Conduct translates those values into everyday business behavior, supporting us in taking responsibility and leading with integrity.

Anti-corruption

We do business with integrity. Always, without exception.

At CMS our reputation for doing business with complete integrity is critical. We are committed to fight any kind of corruption or bribery. We play to win, but strictly within the rules, treating all business partners fairly and competing for business based on the quality of our services and products.

All employees of CMS and its affiliates and subsidiaries are strictly prohibited, whether directly or indirectly, personally or through the mediation of third parties, to be involved in corrupt activities, offer, give, promise, request and receive payments or make payments to simplify administrative, bureaucratic and other formalities in any form including cash, valuables, services or other benefits to any person or from any persons or organizations, including governments and local authorities, government officials, private companies and its representatives.

Any violation/non-adherence of the Policy should be reported to the HR / Compliance Head who will take appropriate disciplinary action(s).

Anti-money laundering

We are always keen to do business, but only with reputable partners who operate within the law, using resources from legitimate sources. We carefully check the identity and credentials of potential customers, business partners and other third parties. We take all reasonable measures to ensure transparent business relationships.

Money laundering is the deliberate attempt to move cash or assets derived from criminal activities into legal and legitimate financial activities. At CMS, we take all reasonable measures to prevent our company being used as a means to launder money.

To protect our reputation and avoid any possible criminal liability, we need to be constantly vigilant about the activities of business partners, so we know with whom we are dealing with before contracts are signed or transactions occur and watch out for payment irregularities or suspicious behavior on the part of customers or others.

We compete to win. But always fairly.

At CMS, our aspiration is to be the nation's leading ATM & cash management company. To achieve this, we always act fairly as we know there are no short-cuts. For us, the only kind of

success worth having depends on winning, and maintaining, the long-term trust of our customers and business partners.

We play fair

Employees are expected to deal fairly and honestly with our customers, suppliers, co-employees and anyone else with in contact during the course of performing your duties in the Company. Employee must not take undue advantage of anyone through misuse of confidential information, misrepresentation of material facts or any unfair business practice. An employee, superior or Director of the organization should not take undue advantage of their level and indulge in any kind of unfair business practice.

We are committed to conducting our business solely on the basis of free and fair competition and we strictly obey all applicable laws and regulations. We believe that fair, well-regulated competition strengthens our market and benefits our customers.

We are aware that any violation of Competition Act can result in heavy fines, and even imprisonment, for the company, management and individuals concerned. It is up to all of us to be alert for any situation that could potentially be seen as harmful to free and fair competition.

In case an employee is found to violate the given set of rules, he/she will be subject to management investigation. Employee can also inform their Reporting Manager about any such incident if you inadvertently find yourself in Conduct outside work which you had not anticipated.

Conflicts of interest

It may sound obvious that when we are at work, all our actions and decisions should be based on what's best for the business. But conflicts of interest, situations where personal gain may influence our professional judgment can and do arise. It is vitally important that we know how to recognize potential conflicts of this kind and that we disclose them before any damage is done.

A conflict of interest may arise and disclosure is required, when an employee:

- hires, manages, or has an influence on the workload, performance assessment, granting of approvals and / or rewards someone with whom they have a close personal relationship
- has a close personal interest in the business of competitors or other third parties relevant to CMS.

This includes cases where the employee, their family members or a close personal contact has a interest in the business of competitors or other third parties relevant to CMS

Employees must:

- Ensure CMS is best placed to benefit from potential business opportunities
- Need to be careful to avoid situations where a conflict between private and professional may arise. Employees shall devote their full working time to the Company's affairs and shall faithfully and diligently serve the Company's best interests.
- Ensure that external commitments do not:
 - detract them from their commitment and contribution to CMS
 - provide access to commercially sensitive information concerning actual or potential CMS competitors.
 - create any liability for CMS.

Employees must not:

- Accept any other employment, part-time or otherwise, or engage in any commercial business or pursuit on your own account or as an agent for others unless specifically approved by the Company.
- Create situations that they know, or should know, could create actual or potential conflicts of interest and must immediately disclose any issues arising from there to the company. Furthermore, employees cannot use company property for personal gain nor take for themselves any business opportunities that arise using company property, information or position.
- Accept appointments, debate, vote, or participate in any decision-making process or activity when a conflict of interest exists or might arise before their Reporting Manager has provided clearance
- Take, or divert to others, any business opportunities that arise while doing their job at CMS that could be of interest to CMS
- Misuse their position in CMS to advance personal interests
- Hire, contract or engage any individual or organization without ensuring they are free of conflict of interest with CMS

It is important to make the point that having a conflict of interest is not misconduct - but the way we handle it could be. It is all about transparency; if we suspect a possible conflict, we need to raise it with our Reporting Manager or Compliance Head without delay.

Any instance of violation of this policy will be viewed seriously and dealt with by initiating strict disciplinary action.

Confidentiality

Confidential information includes information with respect to which the company is under an obligation of confidentiality - trade secrets, materials, research activities and plans, contract forms, prices, volume of sales, promotion methods, business secrets, financial information and lists of names or classes of customers, disclosures, processes, systems, methods, patents, patent applications and similar types of information provided to us by our customers, suppliers and business partners. Within the company, respective information should be shared only with those who have a legitimate need to be kept informed. Confidentiality clause has to be explicitly mentioned in written agreement with any third party or in employment agreement, etc. In case of any doubt regarding possible disclosure of sensitive information to a third party, consult your Reporting Manager or Compliance Head prior to any transmission of information.

It is imperative to maintain and protect the confidentiality of information handled by the company and other proprietary or confidential information even after cessation of employment with the Company.

Human rights, labor and social standards

We treat people fairly and with respect.

We treat people with fairness, consideration and respect and are committed to act in accordance with declared human rights, labor and social standards. Our aim is to ensure that each individual feels valued, and fully supported in achieving their personal best. We value the health and safety of people above all else and are aware that the nature of our business demands that we take exceptionally good care in terms of environmental protection, health and safety.

Respect in the workplace

Everyone at CMS should always feel valued and respected. So, we expect every one of us avoid saying or doing anything that is humiliating, condescending, offensive or otherwise disrespectful to our colleagues. We promote an inclusive environment that embraces diversity of all kinds, including a wide variety of backgrounds, thoughts, perspectives, demographics, ethnicities and origin.

Every employee has the right to be treated fairly. Any employee who treats any customer, subordinate or colleague in a less favorable manner than another person in the same or similar situation because of race, religion, color, caste, nationality, gender, sexuality, marital status, disability, ethnic origin or other backgrounds will be termed to have anticipated a racist move. Any employee who has been subject to racial discrimination has the right to report the same through a written complaint through email to their respective Reporting Manager / Compliance Head.

Behavior at work or outside and appearance at work while representing CMS does not cause embarrassment to the Company or reflects negatively on the organization in a way that would bring the reputation of the Company into disrepute.

We do not tolerate discrimination or harassment against anyone based on grounds such as age, race, color, sex, sexual orientation, gender identity/expression, national origin, religion, disability, genetic information, or any other personality traits or preferences. This governs all our employment decisions such as recruiting, hiring, promotions, benefits, disciplinary actions.

Sexual Harassment

Sexual Harassment refers to any unwelcome sexually motivated behavior directed towards any employee. This can be any kind of unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. You can refer to the Company's policy on Prevention of sexual harassment at workplace for details. Employees who wish to complain regarding sexual harassment need to forward a written complaint through email to any member or Chairperson of the Internal Complaints Committee.

Environmental protection, occupation health and safety

We value the health and safety of people above all else.

Wherever we do business, we act responsibly - not just complying with all relevant regulations but going the extra mile to reduce risks and minimize our environmental impact.

We are committed to energy efficiency and climate protection and are constantly working to develop sustainable solutions for our business operations and for our customers. Across all our operations and in close collaboration with our suppliers, we work to achieve the highest standards of health and safety and to maintain the trust of our employees, customers, business partners and other stakeholders. In the event of any kind of incident or emergency, we are well prepared to take whatever action is necessary for best interest of Company

A business that demands we take extra care

In terms of environmental protection, health and safety, we are aware that the nature of our business demands that we take exceptionally good care to reduce risks and prevent accidents. Our core business – cash management services, managed services and card services - demands a responsible approach.

A commitment shared with our partners and suppliers

We do not just set ourselves ambitious goals for safety and security, health and environmental protection; we expect our business partners to aim equally high. In particular, we count on our suppliers to be fully engaged with these goals, and work with them to improve their sustainability performance.

Creating a responsible risk-awareness culture

Throughout CMS, we work continuously to prevent accidents and injuries and to protect our environment-not just by following regulations and procedures, but also by creating a culture in which everyone feels responsible for reducing risks and promoting safe working practices.

Information Protection and Cyber Security

Sharing information is a vital and part of conducting our business. But our success also depends on our ability to protect sensitive company information from any unauthorized disclosure or misuse. We adhere to strict standards when we handle personal data. Dealing with tangible assets is equally important and so we always handle company property with care. The same standards of honesty and integrity are applied in order to keep accurate books and records. We make use of the chances of digitalization and steer this transformation responsibly.

Sharing information within CMS and with our partners enables us to create value for the company and our customers, and to benefit from the wealth of knowledge of our employees. To protect our know-how, we take every reasonable measure to prevent unauthorized disclosure or misuse, across all our business activities and every form of communication.

We are expected to protect and maintain the confidentiality and integrity of information used to access our systems. The company's email and IT systems are the property of the company and are expected to be used primarily for job related communications. No inappropriate websites should be accessed from work or IT systems and nor should they be used as a means for any inappropriate or offensive communication.

Employees must not engage in any activity, which is illegal, offensive or likely to have negative repercussions for the Company, particularly with reference to upload, download, use, retain, distribute or disseminate any images, text, materials or software which are:

- considered to be indecent or obscene;
- Might be offensive or abusive in its content is or can be considered to be personal attack, rude or personally critical, sexist, racist.

We build on our intellectual property because confidential information and Intellectual property of many kinds - from individual expertise to internationally protected patents- are some of our most valuable assets. So, we take the greatest care to protect them and respect the intellectual property of others.

We comply with all applicable policies, requirements and guidelines on Information Protection and Cyber Security and regulate consequently the sharing of confidential information. We do not share confidential information on social media or in public places.

Personal data

We take care to protect personal data.

In our everyday business activities, we collect and handle personal data relating to individuals, such as employees, customers and business partners. We never forget this data is private and must be treated with respect - not just because laws strictly demand it, but also because it is the right thing for a responsible Company to do.

We are committed to respect the personal rights of everyone. We adhere to strict standards when we handle personal data. All personal data collected by us will be processed fairly, transparently, carefully and in full compliance with the applicable legal requirements.

Protecting personal data is part of doing business with integrity. It is not only our responsibility or a legal obligation, in the digital world it is our license to operate. Protecting personal data means preserving the trust our customers and business partners placed in us. It is about continuing to earn and preserve their trust.

Therefore, we process personal data only to the extent necessary and handle it in a confidential and discreet manner. In case of any doubt, just consider how you would feel if the personal data were your own.

We have to keep checking ourselves and ensure the protection of personal data in our daily work, new developments and processes. If you become aware of an error in the processing, handling or securing of personal data, or if you have any doubts as to whether certain processing procedures comply with the legal requirements, speak up and contact your Reporting Manager or the Compliance Head.

Prevention of Insider trading

When we have access to inside information, we do not use it to trade in, or recommend trading in shares of the Company. Trading in shares or other financial instruments while being in possession of relevant inside information is strictly prohibited. We always handle sensitive company information responsibly.

In our working lives at CMS, we may well have access to non-public information about CMS, or the affairs of a third party, which could have an impact on the value or price of publicly-traded shares, in particular CMS shares. Insider trading laws prohibit use of such inside information in

shares trading or disclosing it to third parties, including friends or family and anyone violating these laws may face severe criminal penalties and financial liability. Please refer to Company's policy on Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders for details.

Employees are prohibited from using inside or material nonpublic information about the company or about companies with which we do business. It is illegal and violation of company policies on Insider trading. Employees who have access to such information are not permitted to use or share that information for any other purpose except to conduct Company's Business.

External communications

Company's policy on communication with media, investor and analysts.

Of course, like every successful business, we are keen to communicate openly, clearly and accurately with everyone from employees and customers to shareholders and suppliers. But, whatever form the communication takes, we think carefully about what we want to say. To ensure we comply with all legal requirements, and protect our company's interests, we have specialists and teams responsible for communications.

Unless we receive prior approval or use already published content, we do not speak on behalf of CMS when presenting our personal views at events, in the public, or on the internet, including social media. When we express personal views, we ensure they are clearly labeled as such, particularly in any situation where people may assume that we are representing the views of our company.

In all our communications, we are always careful to ensure that what we say won't cause harm, or damage CMS's reputation.

Company's Policy on Political activity and lobbying

We conduct our lobbying and political communications in accordance with transparent guidelines. As a company, we engage in political lobbying to advance our company's interests, but we do this transparently and do not financially support political parties or organizations close to them.

This Code of Conduct Policy sets out how employees must manage their business relationship with political groups.

Employees must:

- Ensure any contributions towards, and support for political parties are clearly personal and give no impression of being connected to CMS
- Ensure any personal political support or contributions do not affect their performance or objectivity at work
- Ensure where employees represent CMS in social or economic advisory groups set up by governments, their participation is subject to the prior approval of the Head of HR

Employees **must not**:

- Create a conflict of interest through their involvement in the type of social or economic advisory groups.

Company property

From stationery and office furniture to computers, cars and assets there are many kinds of company property that enable us all to do our jobs to the best of our ability. Naturally, we treat all such assets responsibly, protecting them against loss, damage, theft or misuse. And of course, exactly the same applies when we handle property belonging to any of our customers, business partners or other third parties.

All of us in CMS should handle company property with due care and respect. And not just physical assets, it is equally important to be responsible in the way we deal with intangible assets, such as intellectual property rights, copyrights and financial records.

Our facilities, processes, and materials are highly valuable assets - for which we all share responsibility. We handle them with care and ensure they are not damaged, wasted or misused. Company computers and other equipment's are for Company's work, not personal use - unless explicitly stated, Eg. regarding the use of mobile phones, company cars or internet use on the premises, etc

Any misuse or suspected misuse of company's asset must be immediately reported to your Reporting Manager.

Accurate maintenance of books, records, financial reporting and accounting

For our company to be regarded as trustworthy by all our stakeholders, the accuracy and integrity of our books and financial and non-financial records must be beyond question. In addition, of course, any irregularities in accounting or reporting can have serious consequences,

for the company and the individuals responsible. Our internal control systems are essential to ensure that the numbers and records always comply with the relevant legal requirements.

We are convinced that keeping accurate records which give a fair, transparent and complete picture of our business is a critically important responsibility that lies in all our hands. We expect the same standards of honesty and integrity to apply across all business records.

We strictly comply with all statutory requirements for proper accounting and financial reporting as well as tax laws and regulations. We further place the highest importance on creating records that reflect the true nature of the transactions and activities they document.

Compliance Programme

The Code of Conduct which is binding on all our employees, describes the requirements governing the behavior of all employees of CMS, in the areas of importance to the company. Any employee can seek advice and help from his superiors, HR or the compliance department, if he has any doubts about the implications of his own conduct or if there is any indication of legally dubious practices in his working environment. Every employee also has the opportunity to get advice or communicate concerns via vigil mechanism.

The Company has established a vigil mechanism for the Directors & employees to report genuine queries with Independent Chartered Accountant, Mr. Pranit Jain, 601, Dalamal Chambers, New Marine Lines, Mumbai – 400020. who can be contacted by any employee of CMS or its group companies on working days from Monday to Friday between 10:00 am to 6:00 pm at his phone no: +91 99209 86414. The queries may also be forwarded in written form by e-mail to basant.jain2011@gmail.com

Employees need not have any fear against repercussion or any other discrimination due to the use of the vigil mechanism as such.

For CMS Info Systems Limited




CS Praveen Soni
Company Secretary & Compliance Officer

Version	Review Date	Policy Owner	Authorized by	Reviewed/ Proposed by	Approved by
1.0	Board of Directors of the Company at its meeting held on March 30, 2023 approved the policy				