

## Enti Innovations - Code of Conduct

### MESSAGE FROM CEO'S DESK

The founding partners of Enti Innovations realise that people of impeccable character can build great businesses with great successes. We believe that the commitment to highest standards helps us hire great people, build great products, provide useful and innovative services and attract loyal customers. We also believe that our customers and other stakeholders in the company value us not only because we deliver great products and services, but because we hold ourselves to a higher standard in how we treat others and operate more generally.

We also believe that the Trust and mutual respect among all the stake holders of our organisation is the foundation of our success, and they are something we need to earn 24/7. We want every one of you to believe and be proud of our reputation for ethical business and recognise that you are a part of it. To help each of us to understand, ponder over and make a part of daily conduct the ethical principles we champion, a "CODE OF CONDUCT" is documented here. The code of conduct is important as it helps us live critical business principles that form the foundation of our success.

Please do read the Code, consider what it says and follow both its spirit and letter, always bearing in mind that each of us has a personal responsibility to incorporate, and to encourage others to incorporate, the principles of the Code into our work. And if you have a question or ever think that one of our fellows or the company as a whole may be falling short of our commitment, don't be silent. We want – and need – to hear from you. And we prohibit retaliation against anyone who makes a good faith report of known or suspected misconduct. I am proud of being associated with you and believe that you will all adhere to these standards of behaviour and create a firm that has such a distinguished heritage and promising future. I thank you for doing your part to uphold our values.



A handwritten signature in black ink, appearing to be 'S. Srinivasan', written in a cursive style.

### APPLICABILITY OF THE CODE

This code of conduct is applicable to all board members, directors, officers, employees, representatives including all agents, consultants, independent contractors and suppliers of Enti Innovations. Each and every one of them is responsible for understanding and complying with all applicable laws and the code of conduct. Please do read the code, understand principles and procedures of the code and follow it both in letter and spirit. Failure to do so can result in disciplinary action, including termination of employment. We expect contractors, consultants and others who may be temporarily assigned to perform work or services for us to follow the Code in connection with their work for us. Failure of a contractor, consultant or other covered service provider to follow the Code can result in termination of their relationship with Enti Innovations.

## **MAKING ETHICAL DECISIONS**

### MAKING DECISIONS

No document can cover every legal or ethical question that arises in the workplace, and this "Code of Conduct" is a document describing the many principles of our practices. We promote a culture of integrity by taking personal responsibility for our actions, making the right decisions and being accountable. Situations may arise where the proper course of action may not be clear, and it is important to consider some questions before you act, such as:

- Is my action legal?
- Is my action consistent with this Code, our policies and our commitment to integrity?
- Could my action be perceived as inappropriate or unethical?
- Could my action damage my or our company's reputation, or embarrass me or our company?
- How would my action appear as a headline in tomorrow's newspaper?

### CLARIFYING A PROCEDURE OR REPORTING REAL OR PERCEIVED NON COMPLIANCE

If you are unclear about laws, regulations or policies that apply to your job, or if you are unsure about the legality or integrity of a particular course of action, stop and reflect seek guidance before you act. If you ever feel pressured to act in a way that conflicts with this Code, we encourage you to speak up and assure no retaliation on that account.

It may seem easier to keep silent when faced with questionable conduct, but you must never ignore a legal or ethical issue. If you believe you or others (for example, another employee, a supervisor, client, supplier or other third party) or the company as a whole may have violated the law, regulations or our policies, you must promptly raise a concern.

Through the document words Clarify and Report is used. Clarifications or reporting can be done by one of the methods below.

- Discuss or inform your supervisor or designated contacts under a specific policy or procedure
- Discuss or inform any other supervisor of the company
- Discuss or inform a member of legal group or HR representative.
- Send a mail to [ethics@entiinnovations.com](mailto:ethics@entiinnovations.com)

## **THE WAY WE TREAT OTHERS**

### DIGNITY AND RESPECT

We are committed to treat others with dignity and respect and with transparency. We will not take advantage of anyone through manipulation, concealment, improper handling of confidential information, misrepresentation of material facts or other unfair dealings or practices. We promise all the following in all our dealings.

### INTEGRITY

Our reputation as a company that our stakeholders can trust is our most valuable asset, and it is up to all of us to make sure that we continually earn that trust. All of our communications and other interactions with any one should increase their trust in us. In all our internal dealings we ensure integrity.

### SECURITY OF CUSTOMER'S INFORMATION AND DATA

Our customers, vendors, employees and many others trust us with their non public information and it is their valuable asset. Preserving that trust requires that each of us respect and protect the security of that information. Our security procedures strictly limit access to and use of this information, and

require that each of us take measures to protect all data associated with the information from unauthorized access. Know your responsibilities under these procedures, and collect, use, and access customer information only as authorized by our security policies, our Privacy Policies and applicable data protection laws.

**RESPONSIVENESS** An important part of good business behaviour is being responsive. We recognize relevant feedback when we see it, and we do something about it. We take pride in responding to communications from others, whether questions, problems or compliments. We believe not responding to a communication needing response is insulting and is an unacceptable behaviour.

#### **ADDING VALUE TO OUR CUSTOMERS**

Our products, features and services should make Enti Innovations more useful for all our customers and provide value to them. We may have many different types of users, from individuals to large businesses, but one guiding principle: "Is what we are offering adding value to them?"

#### **POSITIVE AND SAFE ENVIRONMENT**

Enti Innovations prohibits unlawful harassment in any form – verbal, physical or visual. We recognise that harassment can also be display of offensive material, speech or behaviour. HR will promptly and thoroughly investigate any complaints and take appropriate action. In all your interactions with others, ensure that there is no harassment or even an appearance of it. Recognise that past acceptance of particular behaviour need not constitute current acceptance and it might cause offence.

We expect that all relationships in the workplace will be free of bias, discrimination, and harassment. We prohibit and will not tolerate such conduct, which is unacceptable in the workplace or otherwise.

We promote safe working environment and take all measures to ensure accident free environment. It is in the interest of all to ensure any situation that may result in an accident is immediately acted on or in the least reported to appropriate authorities.

Report any behaviour indicating harassment, either to you or to any of your colleagues you observe or hear of. If in doubt about any of your proposed actions, clarify.

#### **DISCLOSURES**

We have a legal responsibility to provide accurate and complete information to the regulatory authorities and be factual and fair in information to public. If you are involved in the preparation of materials for dissemination to the public (including to our regulators), you must ensure that the information is accurate and complete. In particular, our executive officers must promote accurate, complete, fair, timely and understandable disclosure in our public communications, including documents that we submit to our regulators.

It is mandatory for all employees to disclose to the company of any civil or criminal litigation you are involved or planning to get involved or of any regulatory investigation or proceedings against you.

#### **AVOIDING CONFLICTS OF INTEREST**

In working at Enti Innovations, we have an obligation to always do what's best for the company and our customers. When you are in a situation in which competing loyalties could cause you to pursue a personal benefit for you, your friends or your family at the expense of the Company or our Customers, you may be faced with a conflict of interest. All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict. When faced with a potential conflict of interest, ask yourself:

- Would this activity create an incentive for me, or be perceived by others to create an incentive for

me, to benefit myself, my friends or my family, or an associated business at the expense of Company or its stakeholders?

- Would this activity harm my reputation, negatively impact my ability to do my job at Enti Innovations, or potentially harm Company or its stakeholders?
- Would this activity embarrass Company, its stakeholders or me if it showed up on the front page of a newspaper or a blog?

If the answer to any of these questions is “yes,” the relationship or situation is likely to create a conflict of interest, and you should avoid it.

Below, we provide guidance in some areas where conflicts of interest often arise. In each of these situations, the rule is the same – if you are considering entering into a situation that creates a conflict of interest, don’t. If you are in a situation that may create a conflict of interest, or the appearance of a conflict of interest, report. Recognise that as circumstances change, a situation that previously didn’t present a conflict of interest may present one.

#### [PERSONAL INVESTMENTS](#)

Avoid making personal investments in companies that are our competitors or business partners when the investment might cause, or appear to cause, you to act in a way that could harm the Company. Investments in venture capital or other similar funds that invest in a broad cross-section of companies that may include Enti Innovations competitors or business partners generally do not create conflicts of interest. However, a conflict of interest may exist if you control the fund’s investment activity.

#### [OUTSIDE EMPLOYMENT, ADVISORY ROLES, BOARD SEATS AND STARTING YOUR OWN BUSINESS](#)

Avoid accepting employment, advisory positions or board seats with Enti Innovations competitors or business partners when your judgment could be, or could appear to be, influenced in a way that could harm Enti Innovations. Additionally, because board seats come with fiduciary obligations that can make them particularly tricky from a conflict of interest perspective, report before accepting a board seat with any outside company. Do not start your own business if it will compete with Enti Innovations. Always report to the Company, even when you start business that you think does not create Conflict of Interest.

#### [BUSINESS OPPORTUNITIES AND INVENTIONS/ DISCOVERIES FOUND THROUGH WORK](#)

Business opportunities discovered through your work in the Company belong first to Enti Innovations, except as otherwise agreed to by the company. Developing or helping to develop outside inventions that a) relate to Enti Innovations’s existing or reasonably anticipated products and services, b) relate to your position at Enti Innovations, or c) are developed using Enti Innovations corporate resources may create conflicts of interest and should be avoided. If you have any questions, clarify.

[FRIENDS AND RELATIVES; CO-WORKER RELATIONSHIPS](#) Avoid participating in a potential or existing Enti Innovations business relationship involving your relatives, spouse or significant other, or close friends. This includes being the hiring manager for a position for which your relative or close friend is being considered or being a relationship manager for a company associated with your spouse or significant other.

Know that just because a relative, spouse/significant other or close friend works at Enti Innovations or becomes a Enti Innovations competitor or business partner doesn’t mean there is a conflict of interest. However, if you are also involved in that Enti Innovations business relationship, it can be very sensitive. The right thing to do in that situation is to get clarity as defined.

Finally, romantic relationships between co-workers can, depending on the work roles and respective

positions of the co-workers involved, create an actual or apparent conflict of interest. If a romantic relationship does create an actual or apparent conflict, it may require changes to work arrangements or even the termination of employment of either or both individuals involved. Report such issues.

#### [ACCEPTING GIFTS, ENTERTAINMENT AND OTHER BUSINESS COURTESIES](#)

Accepting gifts, entertainment and other business courtesies from a Enti Innovations competitor or business partner can easily create the appearance of a conflict of interest, especially if the value of the item is significant.

Generally, acceptance of inexpensive "token" non-cash gifts is permissible. In addition, infrequent and moderate business meals and entertainment with clients and infrequent invitations to attend local sporting events and celebratory meals with clients can be appropriate aspects of many Enti Innovations business relationships, provided that they aren't excessive and don't create the appearance of impropriety. Before accepting any gift or courtesy, be aware that you may need to obtain your supervisor's approval.

#### [USE OF ENTI INNOVATIONS PRODUCTS AND SERVICES](#)

Avoiding potential conflicts of interest also means that you should not use Enti Innovations products, services or information in a way that improperly benefits someone you know or creates the appearance that you have an unfair advantage over users outside of Enti Innovations. For example, you should never approve Enti Innovations accounts, services or credits for yourself, your friends, or family members. If you find yourself subject to a conflict of interest regarding a Enti Innovations product or service, get clarification as defined.

#### [PRESERVING CONFIDENTIALITY](#)

Company information that leaks prematurely to the press, competitors or general public can hurt our competitive advantage and prove costly in other ways. It also damages us in the eyes of our customers and may result in loss of business. Your responsibilities extend beyond not revealing confidential Enti Innovations material and extend to ensuring safety and security, and safe disposal when appropriate, of Enti Innovations confidential material.

#### [CONFIDENTIAL INFORMATION](#)

Enti Innovations's "confidential information" includes financial, product, customer, employee, and intellectual property information. Do not disclose it outside of Enti Innovations without authorization. In case it needs to be disclosed as part of your work, disclosure of this information should be on a "need to know" basis and only under a non-disclosure agreement. Be sure to conduct the appropriate due diligence and have the appropriate agreement in place before you disclose the information. Be careful of inviting guests to your seats, taking pictures with others etc as these might disclose confidential information.

In case you have family or other relatives employed by our competitors or business partners, do not discuss anything confidential, and don't solicit confidential information from them about their company.

#### [ENTI INNOVATIONS PARTNERS](#)

Just as you are careful not to disclose confidential Enti Innovations information, it's equally important not to disclose any confidential information from our partners. Don't accept confidential information from other companies without first having all parties sign an appropriate non-disclosure agreement approved by Legal. Even after the agreement is signed, try only to accept as much information as you need to accomplish your business objectives.

### COMPETITORS/FORMER EMPLOYERS

We respect our competitors and want to compete with them fairly. But we don't want their confidential information. The same goes for confidential information belonging to any Enti Innovations' former employers. If an opportunity arises to take advantage of a competitor's or former employer's confidential information, don't do it. Should you happen to come into possession of a competitor's confidential information, contact Legal immediately.

### OUTSIDE COMMUNICATIONS AND RESEARCH

Our policy is to be extremely careful about disclosing company information, and never to disclose any confidential information without authorization. Do not post your opinions or information about Enti Innovations on the Internet, even if not confidential, unless you're authorized to do so as part of your job. Your comments may be attributed to Enti Innovations, even though you didn't mean it that way. And never discuss the company with the press unless you've been explicitly authorized to do so by Company. Finally, check with your manager before accepting any public speaking engagement. In general, before making any external communication or disclosure, get necessary permissions.

### PROTECT OUR ASSETS

Our business success depends on how well we conserve company resources and protect company assets and information.

### INTELLECTUAL PROPERTY

Our intellectual property rights (our trademarks, logos, copyrights, trade secrets, "know-how" and patents) are among our most valuable assets. Unauthorized use can lead to their loss or serious loss of value. Any use of them must be cleared in advance by the Marketing team. Report any suspected misuse.

Respect the intellectual property rights of others. Inappropriate use of others' intellectual property may expose Enti Innovations and you to criminal and civil fines and penalties. Clarify before you solicit, accept or use proprietary information from others or let others use or have access to Enti Innovations proprietary information. Clarify before developing a product that uses content not belonging to Enti Innovations.

### COMPANY EQUIPMENT

Enti Innovations gives you the tools and equipment you need to do your jobs effectively, but counts on you to be responsible and not wasteful with the stuff given. Company funds, equipment and other physical assets are not to be requisitioned for purely personal use. If unsure if a certain use of company assets are okay, Clarify.

### THE NETWORK

Enti Innovations' communication facilities (which include both our network and the hardware that uses it, like computers and mobile devices) are a critical aspect of our company's property, both physical and intellectual. Be sure to follow all security policies. If you have any reason to believe that our network security has been violated – for example, you lose your laptop or smart phone or think that your network password may have been compromised – promptly report.

PHYSICAL SECURITY Always secure your laptop, important equipment and your personal belongings, even while on Enti Innovations' premises. Always wear your badge visibly while on site. Don't tamper with or disable security and safety devices. Watch people who "tailgate" behind you through our doors. If you don't see a Enti Innovations' badge, please ask for it (and, as appropriate, direct the person to a receptionist for assistance). Promptly report any suspicious activity.

### USE OF ENTI INNOVATIONS' EQUIPMENT AND FACILITIES

Anything you do using Enti Innovations' corporate electronic facilities (e.g., our computers, mobile devices, network, email and voice mail systems etc.) or store on our premises (e.g., letters, memos and other documents) are the property of the Company, and may be monitored and disclosed to people inside and outside the company at its discretion. In addition to situations where Enti Innovations may be required by law to monitor, access and disclose the contents of corporate email, voicemail, computer files and other materials on our electronic facilities or on our premises, the company may monitor, access and disclose employee communications and other information on our corporate electronic facilities or on our premises where there is a business need to do so, such as protecting employees and users, maintaining the security of resources and property, or investigating suspected employee misconduct.

EMPLOYEE DATA We collect and store personal information from employees. Access this data only in line with local law and Enti Innovations internal policies, and keep it secure according to those standards. Ensure that you do not disclose your personal data like your salary, increments, etc to others unless it is approved and there is a business need.

### **ENSURE FINANCIAL INTEGRITY AND RESPONSIBILITY**

Financial integrity and fiscal responsibility are core aspects of corporate professionalism. This is more than accurate reporting of our financials. The money we spend on behalf of Enti Innovations is not ours, it belongs to the company and, ultimately, its shareholders. Each person at Enti Innovations has a role in making sure that money is appropriately spent, our financial records are complete and accurate and internal controls are honoured. This matters every time we hire a new vendor, expense something to Enti Innovations, sign a new business contract or enter into any deals on Enti Innovations' behalf. To make sure that we get this right, Enti Innovations maintains a system of internal controls to reinforce our compliance with legal, accounting, tax and other regulatory requirements in every location in which we operate.

Stay in full compliance with our system of internal controls, and don't hesitate to clarify if you have any questions. Following are some core concepts that lie at the foundation of financial integrity and fiscal responsibility at Enti Innovations.

### SPENDING ENTI INNOVATIONS' MONEY

A core Enti Innovations value is to spend money wisely. When you submit an expense for reimbursement or spend money on Enti Innovations' behalf, buy equipment or resources for the company, make sure that the cost is reasonable, directly related to company business and supported by appropriate documentation. Always record the business purpose and comply with other submission requirements. If you're uncertain about whether you should spend money or submit an expense for reimbursement, check with your supervisor. Supervisors are responsible for all money spent and expenses incurred by their direct reports, and should carefully review such spend and expenses before approving.

### SIGNING A CONTRACT

Each time you enter into a business transaction on Enti Innovations' behalf, there should be documentation recording that agreement, approved by the Legal Department. Signing a contract on behalf of Enti Innovations is a big deal. Never sign any contract on behalf of Enti Innovations unless you are authorized to do so, the contract has been approved by Legal (If you are using an approved Enti Innovations contract form, you don't need further Legal approval unless you have made changes

to the form contract or are using it for other than its intended purpose) and you have studied the contract, understood its terms and decided that entering into the contract is in the interest of Enti Innovations. Make sure contracts are in writing and contain all of the relevant terms to which the parties are agreeing.

#### [RECORDING TRANSACTIONS](#)

If your job involves the financial recording of our transactions, make sure that you're fully familiar with all of our policies that apply, including our revenue recognition policy and our purchasing policy. Immediately report any transactions that you think are not being recorded correctly. [REPORTING FINANCIAL OR ACCOUNTING IRREGULARITIES](#)

You should never, ever interfere in any way with the auditing of Enti Innovations' financial records. Similarly, you should never falsify any record or account, including time reports, expense accounts and any other Enti Innovations records. If you suspect or observe any of the conduct mentioned above or, for that matter, any irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them.

#### [HIRING SUPPLIERS](#)

As Enti Innovations grows, we enter into more and more deals with suppliers of equipment and services. We should always strive for the best possible deal for Enti Innovations. This almost always requires that you solicit competing bids to make sure that you're getting the best offer. While price is very important, it isn't the only factor worth considering. Quality, service, reliability and the terms and conditions of the proposed deal may also affect the final decision. Please do not hesitate to contact the Purchasing team if you have any questions regarding how to procure equipment or services.

#### [RETAINING RECORDS](#)

It's important that we keep records for an appropriate length of time. Keep in mind that legal requirements, accounting rules and other external sources sometimes specify longer retention periods for certain types of records, and those control where applicable. In addition, if asked by Legal to retain records relevant to a litigation, audit or investigation, do so until Legal tells you retention is no longer necessary. Clarify if you have any questions regarding the correct length of time to retain a record.

#### [OBEY THE LAW](#)

Enti Innovations takes its responsibilities to comply with laws and regulations very seriously and each of us is expected to comply with applicable legal requirements and prohibitions. While it's impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. A few specific laws are easy to violate unintentionally and so are pointed out here.

#### [TRADE CONTROLS](#)

International trade laws control where Enti Innovations can send or receive its products and/or services. These laws are complex, Some time we may be bound to follow this as part of our agreement with our customers for their specific products and services.

If you are in any way involved in sending or making available Enti Innovations products, services, software, equipment or any form of technical data from one country to another, work with your supervisor to be absolutely sure that the transaction stays well within the bounds of applicable laws. If you or your supervisor is not sure, please contact legal representative.

#### [COMPETITION LAWS](#)

Most countries have laws (known in India as Monopolies and Restrictive Trade Practices Act) designed

to promote free and fair competition. Generally speaking, these laws prohibit 1) arrangements with competitors that restrain trade in some way, 2) abuse of intellectual property rights, and 3) use of market power to unfairly disadvantage competitors.

Certain conduct is absolutely prohibited under these laws, and could result in your imprisonment, not to mention severe penalties for Enti Innovations. Examples of prohibited conduct include:

- agreeing with competitors about prices
- agreeing with competitors to rig bids or to allocate customers or markets
- agreeing with competitors to boycott a supplier or customer

Other activities can also be illegal, unfair, or create the appearance of impropriety. Such activities include:

- sharing competitively sensitive information (e.g., prices, costs, market distribution, etc.) with competitors
  - entering into a business arrangement or pursuing a strategy with the sole purpose of harming a competitor
  - using Enti Innovations' knowledge or strength to gain an "unfair" competitive advantage
- Although the spirit of these laws is straightforward, their application to particular situations can be quite complex. Enti Innovations is committed to competing fair and square, so please clarify, if you have any questions about the antitrust laws and how they apply to you. Any personnel found to have violated Enti Innovations' antitrust policies will, subject to local laws, be disciplined, up to and including termination of employment. If you suspect that anyone at the company is violating the competition laws, report immediately.

#### [INSIDER TRADING LAWS](#)

You may come across non-public information about Enti Innovations' business operations or that of its business partners as part of your work either intentionally or unintentionally (a hallway conversation or a memo at a copy machine). To use this non-public information to buy or sell stock, or to pass it along to others so that they may do so, could constitute insider trading. Insider trading not only violates this Code, it violates the law. Don't do it.

#### [ANTI-BRIBERY LAWS](#)

Like all businesses, Enti Innovations is subject to lots of laws, both Indian and non Indian, that prohibit bribery in virtually every kind of commercial setting. The rule for us at Enti Innovations is simple – don't bribe or appear to bribe anybody, anytime, for any reason.

You should be careful when you give gifts and pay for meals, entertainment or other business courtesies on behalf of Enti Innovations. We want to avoid the possibility that the gift, entertainment or other business courtesy could be perceived as a bribe, so it's always best to provide such business courtesies infrequently and, when we do, to keep their value moderate. Consult Legal before providing any business courtesies of significant value.

When we get orders from some of the governments (mainly US and European Governments) we may be subjected to CAS (Cost Accounting Standards) rules. If you are involved in any such activity, get clarification about applicable practices. Offering gifts, entertainment or other business courtesies that could be perceived as bribes becomes especially problematic if you're dealing with a government official. "Government officials" include any government employee; candidate for public office; or employee of government-owned or -controlled companies, public international organizations, or political parties. Several laws around the world, specifically prohibit offering or giving anything of

value to government officials to influence official action or to secure an improper advantage. Clarify before offering any gifts or business courtesies any government official, of any government across the globe. Follow the limits and prohibitions defined, and obtain any required pre-approvals.

[CODE OF CONDUCTACKNOWLEDGMENT](#)

I agree to the following

1. I have read and understood the Code of Conduct, and I accept to follow them as my guiding principles of behaviour.
2. I am in Compliance with this Code of Conduct and agree that I will continue to abide by this Code and any related policies, as amended, and any additional policies and procedures applicable to me.
3. I further acknowledge that I understand the laws and regulations applicable to my job responsibilities, including those pertaining to misuse of material non-public information.

Place: Bangalore

Signature:

Date:

Name:

Employee Number: