

- 8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) To pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure that the same are in the interest of the company;
- 10) To 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) To report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) To act within your authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) Not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.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. Expectation of the Board

- 1) Be Independent in your view while transacting any matter at the meeting of the Board and its committees
- 2) Take decisions objectively in the interests of the Company.
- 3) Adhere to the enclosed Code of Business Ethics the Company has developed.
- 4) Act in accordance with the Company's Articles of Association.
- 5) Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
- 6) Exercise your duties with due and reasonable care, skill and diligence and exercise independent judgment.
- 7) Do not get involved in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- 8) Do not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates

5. Training of the Board

Every independent director inducted on the Board is provided with a programme done by senior expert(s) in the management team for familiarization on the vision, mission, strategy, goals and objectives of the organization.

This programme helps the director to build a good professional, purposeful rapport with the senior leadership team in addition to understanding the overall structure of the organization.

Further, the Company continues to organize programmes on a periodical basis to develop your attitude, knowledge and skill sets on all matters which are common to the whole Board.

6. Code of conduct

You are required to comply with the Company's code of Business conduct and Ethics, a copy of which is enclosed herewith. (Annexure I)

7. Evaluation

The performance evaluation shall be done by the entire Board of Directors excluding the director being evaluated.

The performance of the Non-Executive Independent Directors shall be reviewed and evaluated by the Nomination and Remuneration committee on an Annual basis which includes the following factors:

- Participation by the directors during the discussions of the board
- Integrity and maintenance of confidentiality
- Independence of behaviour and judgement
- Effective development of knowledge and expertise

8. Remuneration

Sitting fees:

Subject to the limits provided under the laws/regulations, as an Independent Director you shall be paid a sitting fee for attending the meetings of the Board and the Committees of which you are a member, as may be decided by the Board from time to time.

Commission:

In addition to the sitting fees, profits related commission may also be payable to you. In determining the amount of this commission, the nomination and remuneration Committee/Board of Directors may consider various factors as disclosed in the remuneration policy.

Commission shall be paid out of the net profits of the Company subject to an overall aggregate of 1% of the net profits of the Company for each financial year and subject to such limits as may be determined from time to time by the Board of Directors on the recommendation by the Nomination and Remuneration Committee.

Commission payable is considered and approved at the Board Meeting in which the Annual Financial Statements are approved and payment of the same is made on the approval of the financials by the shareholders at the Annual General Meeting.

Reimbursement of expenses:

To bring the best practices across the globe, the Company endeavours to attract and coopt the professionals from various part of the world. To enable them to contribute more and participate in person, the company encourage the practice of reimbursement of the actual expenses incurred in travelling, boarding and lodging at the time of their attending the meetings of the Board and its committees.

All expenses incurred by the Board of Directors for attending the meetings and events of the Company are reimbursed at actuals. Wherever the actual bills are not directly attributed to the expenses for the purpose of attending the event /meeting, the "best fare" practice is adopted to reimburse such expenses.

9. D & O Insurance

The Company has taken a Directors and Officers Insurance policy (D&O) amounting to USD 3 Million for paying the personal liability of directors and officers for claims made against them while serving on the Board and / or as an officer of the Company.

10. Disclosures to the Company

Under the provisions of the Companies Act, 2013 and Listing Regulations you are required to disclose the requisite information on a periodical and event basis.

11. Trading in the shares

The Board of Directors are allowed to trade in the shares of the Company subject to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

All directors shall be subject to trading restrictions as enumerated below:-

The period for trading in the company's security shall be called "Trading Window". The trading window shall be closed during the time the following information is unpublished.

- o Declaration of Financial results (quarterly, half-yearly and annual)
- o Declaration of dividends (interim and final)
- o Issue of securities by way of public/ rights/bonus etc.
- o Any major expansion plans or execution of new projects
- o Amalgamation, mergers, takeovers and buy-back
- o Disposal of whole or substantially the whole of the undertaking
- o Any changes in policies, plans or operations of the company (Material events).

12. Confidentiality

All information acquired during your tenure as Director is confidential to the Company and should not be disclosed either during your tenure or following termination (by whatever means) to third parties except as permitted by law.

13. Termination

Your directorship on the Board of the Company shall terminate or cease in accordance with the Companies Act, 2013, Listing Regulations and other applicable regulations. Apart from the grounds of termination as specified in the law, your directorship may be terminated for violation of any provision of the Company's code of conduct as applicable to Non-Executive Directors.

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

If at any stage during the Term, there is a change that may affect your status as an Independent Director as envisaged in Section 149(6) of the 2013 Act or, if you fail to meet the criteria for "independence" under the provisions of the Listing Regulations, you agree to promptly submit your resignation to the Company with effect from the date of such change.

Redington Limited (the “**Company**”), is a publicly listed company whose equity shares are listed on the National Stock Exchange of India Limited and the BSE Limited. The Company along with its subsidiaries and associate companies operates across more than 37 countries including India, Singapore, South Asia, Middle East, Africa & Turkey and carries the business of distribution of technology, technology related consulting and support services, third party logistics and supply chain solutions and other related activities

The subsidiary companies of Redington are collectively referred to as the “**Group Companies**” and the Company along with its Group Companies is collectively referred to as the “**Redington**” or “**Redington Group**” throughout this Code of Conduct and Business Ethics (“**Code**”).

This Code is a key element of the Redington Group’s governance and identity. The Board of Directors of Redington (“**Board**”) have formulated and codified the best practices in Redington Group including value system, business integrity and honesty.

Table of Contents

1. INTRODUCTION.....	6
1.1 Scope.....	6
1.2 Using this Code.....	7
2. CONDUCT AT WORKPLACE.....	7
2.1 Workplace Diversity and Fair Employment Practice	7
2.2 Harassment - Free Workplace	8
2.3 Human Rights	11
2.4 Freedom of Association	12
2.5 Health, Workplace Safety and Environment	12
2.6 Workplace Violence	12
2.7 Drug, Tobacco and Alcohol-Free Workplace.....	12
2.8 Dress Code.....	13
2.9 Privacy.....	13
3. ETHICS IN BUSINESS ACTIVITIES AND COMPLIANCE WITH LAWS	13
3.1 Legal, Honest and Ethical Conduct	13
3.2 Compliance with Applicable Laws	14
3.3 Money Laundering and Terrorism Financing	14
3.4 Anti-bribery and Anti- Corruption	15
3.5 Gifts, Entertainment & Donations.....	18
3.6 International Trade Compliance	19
3.7 Anti-Trust and Competition Laws.....	20
3.8 Transparency	21
3.9 Conflict of Interest	21
3.10 Political Activities & Lobbying.....	23
3.11 Industrial Espionage and Competitive Intelligence	24
3.12 Environment and Sustainability	25
4. PROTECTING THE ASSETS AND DATA PRIVACY	26
4.1 Protection and Responsible Use of Redington’s Assets.....	26
4.2 Use of Internet and E-mail by Employees	27
4.3 Brand Protection	27
4.4 Confidentiality.....	27
4.5 Data Privacy	28
4.6 Intellectual Property	28
5. RESPONSIBILITY TOWARDS STAKEHOLDERS.....	29
5.1 Relationship with customers	29
5.2 Relationship with suppliers, vendors and supply chain partners	30
5.3 Relationship with shareholders and financial stakeholders.....	30
5.4 Relationship with Governments.....	30

6.	INSIDER TRADING & INFORMATION BARRIERS	30
6.1	Insider Trading.....	30
6.2	Obligations of a person having access to price sensitive information.....	31
6.3	Insider trading & Fair disclosure policy	31
7.	SOCIAL MEDIA AND PUBLIC ADVOCACY	31
7.1	Social Media Guidelines	31
7.2	Media Engagement and Public Advocacy	33
8.	RECORDS AND DISCLOSURES	33
8.1	Maintaining Accurate Records	33
8.2	Integrity of Contracts	34
8.3	Document Retention	34
8.4	Auditors	34
8.5	Regulators	35
9.	REMOTE WORK.....	35
9.1	Remote working policy	35
10.	ADMINISTRATION OF THE CODE	36
10.1	Compliance with the Code	36
10.2	Responsibilities of Associates with respect to the Code	37
10.3	Responsibilities of Supervisors/ Managers/ Department Heads with respect to the Code	37
10.4	Waivers	38
10.5	Review and Amendments	38
11.	VIGIL MECHANISM	39

1. INTRODUCTION

The purpose of this Code is to provide guidance to the Associates (*as defined hereinafter*) on the standards of behavior expected in performing their duties and undertaking on behalf of Redington Group during their association with it. This Code sets out the fundamental business conduct and personal conduct standards and brings together a number of principles to be adopted and upheld by the Associates at all times to promote a culture of maintaining high integrity, ethical standards, transparency, honesty and abstaining from wrongdoing.

The Code promotes:

- (a) Honest and ethical conduct in all internal and external relationships;
- (b) Compliance with applicable government laws rules, regulations, and directives;
- (c) Full, fair, accurate, timely, and understandable disclosure in public reports and documents;
- (d) Protection of all confidential, personal and proprietary information;
- (e) Prompt internal reporting of any violations of the Code, whether internal or external to Redington;
- (f) Compliance with the Code by Associates worldwide;
- (g) Creating a conscious culture

1.1 Scope

1.1.1 The Code is applicable to:

- (a) All directors on the board of the entities forming part of Redington Group, all employees of the Redington Group whether permanent or part-time, retainers, consultants.
- (b) All suppliers, service providers, contractors, channel partners (dealers, distributors and others), external professionals and agents when acting on behalf of Redington Group.
- (c) Any other third parties that come into contact with the Redington Group during the course of their work with/ for Redington Group.

All of the persons mentioned above, where the context so requires, shall collectively be referred to as “**Associates**”.

1.1.2 It is hereby clarified that the requirement to comply with this Code does not constitute an express or implied promise of continued relation with the Redington

Group.

1.2 Using this Code

- 1.2.1 This Code is designed to help our Associates recognize and deal with ethical issues in their work while working for Redington. The Code is a guide to help whenever you have questions about ethics or if you are faced with an ethical dilemma. The Code may not address all the situations which you may encounter and sometimes, because of the highly complex rules and regulations that govern our business, the local laws may vary or conflict with this code. In these situations, the laws of the land will prevail. However, in situations where this code takes a more conservative view to avoid conflicts with global regulations, such stricter norms will have to be followed. In situations of conflict between the code and local laws, Associates are advised to discuss the issue with the ombudsperson at whistleblower@redingtongroup.com or write to the compliance department at compliance@redingtongroup.com before making a decision.
- 1.2.2 This Code is extensive and indicative, but not exhaustive as it is not possible to address every situation. We rely on our Associates to exercise good judgment in decision making. The Associates are advised to be aware of specific nuances as applicable per laws of their region. This Code applies to all Associates globally to ensure consistent understanding and application of Redington Group's values while ensuring due respect for local customs and tradition.
- 1.2.3 In case of any queries with respect to scope and application of this Code, the Associates may contact, in the first instance the Compliance Department at compliance@redingtongroup.com

2. **CONDUCT AT WORKPLACE**

2.1 Workplace Diversity and Fair Employment Practice

- 2.1.1 Redington Group aims to create an inclusive workplace and leverage the power of diversity for sustainable competitive advantage, where Associates from different backgrounds can have the opportunity to participate, develop and contribute freely and equitably. The Redington Group does not unfairly discriminate on any ground, including race, caste, religion, colour, ancestry, marital status, military status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law. When recruiting, developing and promoting its employees, Redington's decisions will be based solely on performance, merit, competence and potential.

- 2.1.2 Redington Group does not tolerate discrimination based on any considerations and all Associates are treated the same with respect to their qualification, experience, nationality etc. It is expected that all Associates shall abide by the Code as notified from time to time & accordingly make decisions pertaining to recruitment, employment, promotion, transfer, pay and benefits, training, lay-off and termination.
- 2.1.3 Redington is committed to following all applicable laws and regulations with respect to working hours and days of rest, and all overtime is voluntary. Any requirement to work overtime, would be subject to applicable laws. Redington does not believe in imposing punitive measures such as salary deductions, apply coercion of any kind, denial of future opportunities for overtime, or take disciplinary action against employees for refusing overtime.

Q. A job requirement entails extensive travel. One of the candidates has excellent relevant experience and qualifications. However, this candidate is a single parent. As a result, I feel such a situation would significantly hinder this candidate's ability to cope with the job requirement. What should I do?

A. In accordance with the Code, the decision to recruit an employee should be based upon merit. We cannot make a presumption that the candidate would not be able to meet the travel requirements of the job. All eligible candidates should be provided with equal opportunity to demonstrate or justify that they can cope with the travel requirements of the job. Being a single parent cannot be a ground to be discriminated against at any stage of recruitment or ongoing employment in our company.

2.2 Harassment - Free Workplace

- 2.2.1 Redington is committed to maintaining a workplace where each Associate's personal dignity is respected and protected from offensive or threatening behaviour including violence. Redington prohibits harassment in all forms, whether verbal (epithets, derogatory statements, slurs), physical (hitting, pushing or other aggressive physical contact), visual harassment (posters, cartoons, drawings, pornographic material), psychological harassment or any behaviour that is unwelcome, unsolicited, unreciprocated and usually (but not always) repeated by an Associate, for any reason including, but not limited to, age, race, colour, mental or physical disability, national origin, veteran status, marital status, religion and/or sex etc.
- 2.2.2 Every Associate shall refrain from engaging in such misdemeanours and adhere

to standards of professional behaviour. Any Associate found to be in violation shall be subject to necessary disciplinary proceedings including termination of relationship with Redington Group in addition to any other implications under applicable law.

- 2.2.3 It is also expected that every Associate discourages such misdemeanours in the workplace. If any Associate is aware of another Associate being subjected to discrimination, harassment or intimidation of any form, this behaviour should be reported to the Compliance Department promptly through email to compliance@redingtongroup.com, whistleblower@redingtongroup.com or through calling our ethics hotline
- 2.2.4 In addition to the above, the Redington Group takes a very serious view of instances of sexual harassment and has a 'zero tolerance' policy on any act of sexual harassment committed by any person of any gender against person of any gender.
- 2.2.5 Sexual harassment includes any one or more of the following unwelcome acts or circumstances in relation to any sexually determined act or behaviour (whether directly or by implication):
- A. Any unwelcome sexually determined behaviour, or pattern of conduct, that could cause discomfort and/or humiliate a person of any gender at whom the behaviour or conduct was directed, namely:
- (a) physical contact and advances; or
 - (b) a demand or request for sexual favours; or
 - (c) making sexually coloured remarks; or
 - (d) showing pornography; or
 - (e) any other unwelcome physical, verbal or non-verbal conduct of sexual nature.
- B. The following circumstances, among other circumstances, if it occurs or is present in relation to or connected with any act or behaviour of sexual harassment, may amount to sexual harassment:
- (a) implied or explicit promise of preferential treatment in their employment; or
 - (b) implied or explicit threat of detrimental treatment in their employment; or

- (c) implied or explicit threat about their present or future employment status; or
- (d) interference with their work or creating an intimidating offensive or hostile work environment for them; or
- (e) humiliating treatment likely to affect their health or safety.

It would also include any other sexually oriented behaviour, whether it is intended or not, which is unwelcome and has the effect of creating a work environment which is offensive, intimidating, or humiliating to a person to whom such act is subjected.

C. Some instances of sexual harassment:

- (a) actual or attempted rape or sexual assault; or
- (b) unwanted pressure for sexual favors; or
- (c) unwanted deliberate touching, leaning over, cornering, or pinching; or
- (d) unwanted sexual looks or gestures; or
- (e) unwanted letters, telephone calls, or materials of a sexual nature; or
- (f) unwanted pressure for dates; or
- (g) unwanted sexual teasing, jokes, remarks, or questions; or
- (h) hugging, kissing, patting, or stroking; or
- (i) touching or rubbing oneself sexually around another person. Standing close or brushing up against a person; or
- (j) sexually suggestive signals; or
- (k) facial expressions, winking, throwing kisses, or licking lips; or
- (l) making sexual gestures with hands or through body movements.

The above list is not comprehensive in nature and is just indicative of what can be construed as sexual harassment.

2.2.6 Any complaint relating to sexual harassment shall be filed with the Internal Complaints Committee formed for this purpose through mail on poshicc@redingtongroup.com. In the event the local laws of any country are more stringent than this Code, then such higher standards shall apply.

2.2.7 For further details and clarity in relation to the process to be followed around

dealing with sexual harassment related issues, the Associates may reach out to the compliance department by writing to compliance@redingtongroup.com.

- 2.2.8 For more details relating to redressal of complaints, protection available to complainants, refer to Policy on Prevention of Sexual Harassment of Employees in Workplace.

Q. While on an office trip, a male colleague of mine repeatedly asked me out for a drink and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office, and it was "after hours" so I wasn't sure what I should do. Is it harassment?

A. Yes, it is. This type of conduct is not tolerated, not only during working hours but in all work-related situations including business trips. If you think giving a warning to the colleague might help, do that. However, there is no obligation to first warn the colleague, and, you may report the problem immediately.

Q. I just learned that a good friend of mine has been accused of sexual harassment and that an investigation is being launched. I can't believe it's true and I think it's only fair that I give my friend an advance warning or a "heads up" so he can defend himself. Don't I have a responsibility as a friend to tell him?

A. Under no circumstances should you give him a "heads up." Your friend will be given the opportunity to respond to these allegations and every effort will be made to conduct a fair and impartial investigation. An allegation of sexual harassment is a very serious matter with implications not only for the individuals involved but also for the company. Alerting your friend could jeopardize the investigation and expose the company to additional risk and possible costs.

2.3 Human Rights

- 2.3.1 The Redington Group is against any form of coerced or prison labour, use of physical punishment or threats of violence or other forms of physical, sexual, psychological or verbal abuse as a method of discipline or control.
- 2.3.2 We are strongly against the exploitation of children (any person below the age of 18 years) through any form of work that deprives them of their childhood, interferes with their ability to attend regular school, and is mentally, physically, socially or morally harmful.
- 2.3.3 We believe in providing facilities for the well-being of our employees, including individuals with special needs.

We do not believe in imposing unreasonable restrictions on movement within the

work premises, nor on entry or exit of company-provided facilities.

2.4 Freedom of Association

2.4.1 We recognize our Associate's right to freedom of association, participation, collective bargaining, assembly, communicate, join and form association of their choice in matters related to their employment within the purview of the policies and procedures of the Redington Group and applicable law.

2.5 Health, Workplace Safety and Environment

2.5.1 Redington is committed to demonstrating a high standard of a safe, healthy and hygienic environment to its Associates. It strives to prevent all possible accidents, incidents, injuries and occupational illness. Redington Group has in place various practices, policies and financial & non-financial measures to ensure a safe and healthy workforce.

2.5.2 Redington is also committed to demonstrating a high standard of environmental protection and aims to conserve resources, prevent of pollution, adhere to all applicable legislations and elimination of accidents, occupational illnesses and injuries at work.

2.6 Workplace Violence

2.6.1 We are committed to providing a safe and non-threatening workplace. Associates should be familiar with and follow all security and safety guidelines that the Redington Group has put in place and report any unsafe conditions, situations, or accidents. All Associates are encouraged to resolve issues, disputes and problems with fellow Associates or any third party (while representing the Redington Group) respectfully and amicably and under no circumstances should the Associates resort to any violence. Any acts or threats of violence towards another Associate or towards Redington's property should be reported immediately.

2.6.2 We do not tolerate violent behaviour, threats of violence, or acts of aggression. Redington Group does not tolerate anyone selling or possessing dangerous weapons, real or replicas, on premises of Redington Group or when conducting its business, representing the Redington Group, or attending any Redington Group sponsored events.

2.7 Drug, Tobacco and Alcohol-Free Workplace

2.7.1 Maintaining a healthy & productive work environment is everybody's responsibility. The Redington Group is a strong advocate for Tobacco, Alcohol and Drug Free Workplace, which aims to promote health, safety and well-being

of our Associates. The Associates are expected to abide by the same at all times in the workplace. In case any Associate would want to smoke cigarettes, he/she should only use designated outdoor areas that relevant office of Redington Group or building management, at its discretion, has earmarked as such.

- 2.7.2 Associates are strictly prohibited from consuming, carrying, distributing, or working under the influence of drug, alcohol or any intoxicant substance at any time in any of Redington Group's premises or outside and at all times while conducting business on behalf of the Redington Group.
- 2.7.3 All Associates working or visiting any locations suppliers, service providers, contractors, channel partners (dealers, distributors and others), external professionals and agents must strictly follow their established policies pertaining to the above said subject.
- 2.7.4 In case of any violation of the above, the Associates shall be subject to strict disciplinary action including termination of relationship with the Redington Group.

2.8 Dress Code

- 2.8.1 Employees can wear attire that is convenient and comfortable for them and appropriate for the work environment.
- 2.8.2 Denim trousers and t-shirts (with collar) can be worn on all days.
- 2.8.3 Male employees are required to wear shoes at workplace.

2.9 Privacy

- 2.9.1 Redington respects every Associate's right to privacy. It has no concern with an Associate's conduct outside its work environment, unless such conduct impairs their work performance, creates conflicts of interest or adversely affects Redington's reputation or business interests. Each Associate is also expected to respect the right to privacy of other Associates.

3. ETHICS IN BUSINESS ACTIVITIES AND COMPLIANCE WITH LAWS

3.1 Legal, Honest and Ethical Conduct

- 3.1.1 All Associates are required to conduct their duties legally, honestly and ethically while acting for and on behalf of Redington Group or in connection with its business or operations. They shall:
 - (a) Act in the best interests of, and fulfil their fiduciary duties to the stakeholders of the Redington;

- (b) Act honestly, fairly, ethically, with integrity and loyalty;
- (c) Conduct themselves in a professional, courteous and respectful manner;
- (d) Act in good faith, with responsibility, due care, competence, diligence and independence; and
- (e) Act in a manner to enhance and maintain reputation of Redington Group.

3.2 Compliance with Applicable Laws

- 3.2.1 Redington is committed to comply strictly with all local, state, national and international laws governing its operations, and to conduct its affairs in keeping with the highest level of moral, legal and ethical standards.
- 3.2.2 All Associates must comply with all applicable laws, regulations, rules and regulatory orders of the jurisdiction in which Redington operates. Each employee, agent and contractor must acquire appropriate knowledge of the requirements relating to his/ her duties sufficient to enable him/ her to recognize potential dangers and to know when to seek advice from the Compliance Department on specific policies and procedures of Redington.
- 3.2.3 Violations of laws, regulations, rules and orders may subject the Associates to individual criminal or civil liability, as well as to a disciplinary action by Redington.

Q. What to do if I work in a country where the legal requirements conflict with the guidance in this Code?

A. Each Associate should always comply with the legal requirements of the relevant country. In some cases, a country's legal requirements may establish requirements different from our Code. A country's legal requirements always override the Code. When in doubt you can contact, in the first instance the Compliance Department at compliance@redingtongroup.com.

3.3 Money Laundering and Terrorism Financing

- 3.3.1 Money laundering implies engaging, directly or indirectly, in a transaction that involves property that is the proceeds of crime, or receiving, possessing, managing, investing, concealing, disguising, disposing of or bringing any property that is the proceeds of an act identified as a crime under applicable legislation. Terrorism financing occurs when money or other resources are made available to commit criminal acts of terrorism or to support terrorist organizations.

- 3.3.2 Redington is committed to complying with all anti-money laundering and anti-terrorism laws throughout the world. It conducts business only with reputable customers involved in legitimate business activities, with funds derived from legitimate sources. Each business is required to take reasonable steps to prevent and detect unacceptable and suspicious forms of payment.
- 3.3.3 The Associates must never involve themselves in money laundering or terrorism financing. The Associates must exercise complete due diligence with any person engaged or proposed to be engaged with Redington.

Q. How do I prevent facilitation of money laundering activities in Redington?

A. By being mindful of the following and reporting any suspicion to your manager/ compliance department:

(a) If the customer/vendor shows reluctance in disclosing who the beneficial owner is, or to execution.

(b) Any documents provided by an entity/ person that cannot be validated / instances of multiple tax IDs.

(c) Fund transfers from countries that are unrelated to the transaction.

(d) Deal is structured in an unusually complex manner without justification.

(e) Follow the KYC process set by Redington

3.4 Anti-bribery and Anti- Corruption

- 3.4.1 A bribe is anything of value that may be seen as an attempt to influence an action or a decision in order to obtain or retain business or acquire an improper advantage. This could include money, gifts, favours, use of company resources, entertainment or other items of value.
- 3.4.2 Redington takes a zero-tolerance approach to all matters involving dishonesty, bribery, kick-backs (in any form), improper payments, corruption and unauthorised lobbying and is committed to act professionally, transparently, fairly and with integrity in all its business dealings. No Associate should, directly or indirectly, provide or receive bribes, kick-backs, improper payments, any form of gift, entertainment or anything of value to or from government entities, public servants, government employees, employees from government entities and employees from entities funded by government or any third party.
- 3.4.3 All Associates must ensure that they are in compliance with all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate

including the Prevention of Corruption Act, 1988, US Foreign Corrupt Practices Act, 1977 (FCPA), UAE Federal Law No. 3/1987, the UK Bribery Act, 2010 and other applicable anti-bribery and anti-corruption laws, regulations, resolutions in force. All Associates must be careful to avoid even the appearance of offering or accepting an improper payment, bribe or kick-back. All Associates should also exercise due diligence to ensure that any intermediaries and third parties who are operating on Redington's behalf are reputable and have appropriate abilities to meet our ethical standards. We must never do anything through a third party that we are not allowed to do by ourselves. We can and will be held responsible for the conduct of our third parties if they violate the law while working on our behalf.

- 3.4.4 Any Associate found to be in violation of Redington's policy on Anti-Bribery and Anti-Corruption may be subject to disciplinary actions, up to and including termination of relationship with Redington Group.
- 3.4.5 The following is a list of possible red flags that may arise during the course of an Associate working for Redington which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If an Associate encounters any of these indicative red flags while working for us, you must report them promptly to the Compliance department or other forums as set out in Section 11 of this Code:
- (a) An Associate becomes aware that a third party engages in, or has been accused of engaging in, improper business practices;
 - (b) An Associate learns that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
 - (c) A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
 - (d) A third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
 - (e) A third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
 - (f) A third party requests an unexpected additional fee or commission to "facilitate" a service;

- (g) A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) A third party requests that a payment is made to "overlook" potential legal violations;
- (i) A third party requests that you provide employment or some other advantage to a friend or relative;
- (j) An Associate receives an invoice from a third party that appears to be non-standard or customised;
- (k) Lack of transparency in the terms of engagement offered by a third party, their functioning, engagement with their employees and delivery of service, when acting on behalf of Redington Group.
- (l) A third party insists on the use of side letters or refuses to put terms agreed in writing;
- (m) An Associate notices that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (n) A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (o) An Associate is offered a percentage of third party's margin in exchange for encouraging a major customer of Redington to purchase the third party's services and products;
- (p) An Associate is offered an unusually generous gift or offered lavish hospitality by a third party;

3.4.6 To assist Redington and our Associates in upholding Redington's commitment in the context of dealings with government entities and third parties, Redington has designed and implemented the Anti-Corruption Policy. All Associates must refer to the Anti-Bribery and Anti-Corruption Policy available on the website of the Redington at www.redingtongroup.com and Redington's intranet.

3.4.7 Associates are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If an Associate is unsure as to whether a particular act constitutes bribery or corruption, or if you have any other queries, these should be raised with the Compliance Department at compliance@redingtongroup.com.

3.4.8 Associates who refuse to accept or offer a bribe, or those who raise concerns or

report another's wrongdoing, are sometimes worried about possible repercussions. Redington aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Code. Therefore, it is important that Associates tell the Compliance Department as soon as possible if they are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that they are a victim of another form of unlawful activity.

3.5 Gifts, Entertainment & Donations

- 3.5.1 Gifts¹, courtesies, donations, favours and hospitality are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality (including entertainment or travel) are frequent or of substantial value, they may create the perception of, or an actual conflict of interest or an 'illicit payment'. Therefore, gifts and hospitality given or received should be modest in value and appropriate. The Associates should be careful that while doing so, their actions do not violate any regulations neither do they do anything contrary to the values and the Code.
- 3.5.2 The Associates when offering a gift or donations should keep the following in mind:
- (a) It is appropriate in the circumstances, it is of an appropriate type and value and given at an appropriate time;
 - (b) The gift or donation is worth not more than USD [30] (INR [2500]), unless otherwise approved by the Compliance Department;
 - (c) The gift or donation is given in the name of relevant company of Redington Group, and not in the Associate's name;
 - (d) It is not done to obtain or retain business, influences business decisions or gain an improper advantage in business;
 - (e) It is lawful under the laws of the country where the gift or donation is being permitted under the policies of the client;
 - (f) It constitutes a bona fide promotion or goodwill expenditure;
 - (g) A gift is not in the form of cash or a cash equivalent (such as gift certificates or vouchers);

¹ A gift is anything of value and would encompass any gratuitous monetary or non-monetary benefit. It includes tangible items such as cash, precious metals, stones, jewellery, art, and any of their equivalents, but also intangible items such as discounts, services, loans, favours, special privileges, advantages, benefits and rights that are not available to the general public.

- (h) The gift/ donation is of nominal value (on an individual and aggregate basis);
- (i) The gift/ donation is accurately recorded in the books and records of Redington Group;
- (j) It is in compliance with the Redington Group's Anti- Corruption Policy.;
- (k) It is given openly, not secretly;
- (l) Gifts or donations should not be offered to, or accepted from, government entities, government officials or representatives, or politicians or political parties, without express prior consent from the Compliance Department; and
- (m) whether public disclosure of such gift or donation would be embarrassing to the Redington Group or the recipient.

3.5.3 All gifts received by an Associate (who is an employee of Redington) worth more than USD 30 [INR 2500] should be notified to the Compliance Department through mail to compliance@redingtongroup.com.

Q. In order for us to get work from a particular client, we were asked to donate to X. Can we donate to such institutions and give donation made to the Redington as an expense?

A. It is against the law to give money under donation in exchange for getting a work and is expressly forbidden as per the Code.

3.6 International Trade Compliance

- 3.6.1 International trade controls are laws that govern the cross-border transfer of goods, technology and services. These laws include economic sanctions, which are legal measures that restrict where and with whom we can do business.
- 3.6.2 The Associates should also note and understand that Redington Group deals with products, including hardware, software, technology, that may be subject to export control regulations which restricts/regulates export/-re-export obligations including supply to named entities/persons on the lists published by the US Government including Denied Parties List, Comprehensive List etc. Several countries that the Redington deals in maintain controls on the destinations to which products or software may be imported from or exported to. Exports can also occur when a foreign citizen is given access to controlled information or software through a network, visual inspection, or telephone conversation. The employees may be exposed to export-controlled items or data while developing

software, working with clients, or reselling third party products.

- 3.6.3 The Associates should carefully consider the obligations of Redington and the customer with respect to sanctions/ boycotts/ import/ export controls and other specific internal trade compliance issues as part of engagement with thirds parties. The issued should ideally be identified and considered in early stages of engagement with third parties.
- 3.6.4 The Associates should ensure that that goods and technologies sold by Redington shall not be used for the purpose of nuclear weapons, explosive devices, chemical or biological weapons including key components of production of such weapons and for purpose or missiles systems, to deliver weapons of mass destruction.

Q: Should software physically leave a nation's borders for an export to have taken place?

A: No. An export can take place at any location when technical data or software is made available to anyone who is a foreign national. You must obtain proper export authorization before sharing technical data or software in any manner with a foreign national/ third party.

3.7 Anti-Trust and Competition Laws

- 3.7.1 Redington is committed to free & fair competition in the marketplace. Antitrust or competition laws enable to protect competition in the market and the consumer receive its benefits. Any kind of violation of such laws including any unfair or deceptive practices shall have significant ramifications including heavy penalties and reputational risks for Redington.
- 3.7.2 Associates should avoid actions that would be contrary to laws governing competitive practices in the marketplace under the relevant anti-trust laws applicable in the countries where Redington operates. The Associates should ensure that the Redington never engages in agreements, understandings, or plans with competitors that limit or restrict competition, including price-fixing and allocation of markets.

Some other acts which will be considered violative of the anti-competitive practices include:

- (a) *Engaging in any commercially motivated understanding, oral or written to undermine the fair market competition;*
- (b) *Knowingly making false or misleading statements regarding the Redington's competitors or the products and services of such competitors, customers or*

suppliers; and

(c) Entering into agreements or understandings, either written or oral, express or implied, to collude with competitors on price, conditions of sale, etc.

3.8 Transparency

- 3.8.1 Transparency in disclosing financial information and other corporate information is the cornerstone of better corporate governance. We endeavour to ensure that all information which are necessary for investors and other stakeholders to assess our financial position, are disclosed to the public promptly. We communicate transparently and assure access to information about the decisions that impact relevant stakeholders.
- 3.8.2 We also ensure compliance with the principles set out under the applicable laws, ensuring that all the information which are necessary for the stakeholders to assess our performance, including financial details are disclosed to the public adequately and in a timely manner.
- 3.8.3 We also exercise utmost care towards safeguarding Unpublished Price Sensitive Information, complying with the relevant applicable laws.

3.9 Conflict of Interest

- 3.9.1 A Conflict of Interest may be defined as a situation in which an Associate is in a situation to place his personal interest above the interest of Redington Group. Such personal interest can be a direct benefit to the Associate or to a family member or their friends.
- 3.9.2 A conflict of interest or the appearance of a conflict of interest may arise in many ways. For example, depending on the circumstances, the following are common scenarios of a conflict of interest:
- (a) Ownership of or an interest in a competitor's business or in a business with which we are or have been contemplating a relationship (such as a supplier, customer, landlord, distributor, licensee/licenser, etc.), either directly or indirectly such as through family members.
 - (b) Conducting business on our behalf with a member of your family or a business in which you or a member of your family has an interest as an owner or manager, unless such business dealings have been disclosed in writing beforehand to your line manager/ compliance department. If the business dealings are approved, the employee must not attempt to influence

transactions to obtain preferential (better than arm's length) terms and conditions.

- (c) Profiting, or assisting others to profit, from confidential information or business opportunities that are available because of your employment by us.
- (d) Providing services to a competitor or any other company or a proposed or present supplier or customer as an employee, director, officer, partner, agent or consultant, without advising their supervisor of such plans before starting the activity and obtaining approval.
- (e) Accepting an offer to serve as a director, partner, consultant, or in a managerial position with, or to be employed by any company, including a company which does a significant business with or is a competitor of ours, without advising their supervisor of such plans before starting the activity and obtaining approval.
- (f) Soliciting or accepting gifts, payments, loans, services or any form of compensation from suppliers, customers, competitors or others seeking to do business with us.
- (g) Buying or selling securities of any other company using non-public information obtained in the performance of your duties, or providing such information so obtained to others.
- (h) Entering into business relationships on behalf of Redington with parties related to an Associate including appointment of such persons who are related to Redington.
- (i) Acquiring real estate which you know we are interested in acquiring. Moreover, based on such advance information, you should not acquire any nearby property for speculation or investment without the specific prior approval of your immediate supervisor.

The above are only illustrative in nature and does not constitute a comprehensive list of situations that could lead to a conflict of interest.

When faced with such issues, ask yourself:

(a) Would this create or appear to create an unfair incentive for me or my friends and family

(b) Am I putting Redington at risk of violating laws or agreements with our customers?

(c) *Would this look bad if brought up in social media?*

(d) *Would this distract me from doing my job?*

- 3.9.3 If an Associate has a question about whether any situation in which they are involved in creates a conflict of interest, they should disclose the pertinent details in writing, to the Compliance Department at compliance@redingtongroup.com. The Compliance Department is responsible for discussing the situation with the Associate and arriving at a decision in relation to such a conflict after consultation with the appropriate higher level of management. Failure to disclose facts shall constitute grounds for disciplinary actions, up to and including termination of relationship with Redington Group.
- 3.9.4 Taking employment, accepting a position of responsibility or running a business outside employment with Redington, in such employees own time, with or without remuneration, could interfere with their ability to work effectively at Redington or create conflicts of interest. Any such activity must not be with anyone whatsoever. All Employees must seek prior approval from the Compliance Department for any such activity.
- 3.9.5 The Redington Group shall have the right to seek a declaration from its Associates at such intervals as it may deem appropriate.

Q. My brother/ wife etc. work for our close competitors. How should I behave?

A. According to the Code, it is expected that you will not share any information about Redington or obtain information about competition from your relatives. It is appropriate to report your situation to the Compliance Department at compliance@redingtongroup.com.

Q. My brother/ wife or a close person works for the supplier company we work with. How should I act in this situation?

A. In accordance with the Code, our employees do not enter into an interest – providing business relationship with first degree relatives, friends and/ or other third parties with whom they have a relationship, without following due process and obtaining due authorisations. It is mandatory for such employee to report this situation to the Compliance Department at compliance@redingtongroup.com

3.10 Political Activities & Lobbying

- 3.10.1 Redington is committed, not to campaign for, support and offer any funds or property as a donation or otherwise to any political party or to any independent candidate for the political office. Redington strives to preclude any activity or

conduct which could be interpreted as a favour to and from any political party or person.

- 3.10.2 Redington's funds or assets must not be used for, or be contributed to, political campaigns or political practices by any Associates, under any circumstances. Associates will not engage in political and ideological activities within Redington as long as they are associated with Redington. They will not participate in political party activities during working hours. In case an Associate wants to take part in political parties, they must seek permission from the Compliance Department. The Associate will under no circumstances use Redington's name, position, title and resources during their political role.
- 3.10.3 If Redington's work includes meetings with government, elected officials, all of which might be construed as 'lobbying', Associates must be aware that these activities are regulated. Associates should not claim to represent Redington at such meetings unless they are specifically designated by it to do so. In all other spheres of Redington's activities, meetings of such sort should be carried out with high integrity and in line with Redington's policies and values.
- 3.10.4 For clarity, Redington encourages all Associates to observe the laws, rules, and regulations that govern the acquisition of goods and services by any governmental entity of any country and the performance of government related contracts. Associates should be aware that activities that may be appropriate when dealing with non-government customers may be improper and even illegal when dealing with government. Associates who deal with any governmental agency, including international organizations, are responsible for learning and complying with all rules that apply to government contracting and interactions with government officials and employees. We should not attempt to influence government employees in any manner other than what is agreed in our contractual arrangement with the government.

Q. I'm contemplating running for a political office. Do I need to get approval from the Redington?

A. Yes. Campaigning or holding public office requires prior approval from the Compliance Department. This is necessary because of the complexity of relevant laws and regulations. For example, holding a governmental position may trigger conflict-of-interest laws, which in some jurisdictions could prohibit Redington from engaging in business within that jurisdiction.

3.11 Industrial Espionage and Competitive Intelligence

- 3.11.1 Redington's commitment to fairness includes respecting the rights of its

competitors and abiding by all laws. As a lawful competitor to help ensure the integrity of the competitive marketplace, all Associates must respect Redington's competitors and take care that no information of a competitor is unlawfully appropriated or unlawfully used. This extends to the use of information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.

- 3.11.2 While Redington may and does employ former Associates of competitors, it recognizes and respect the obligations of those Associates to not use or disclose the confidential information of their former employers.
- 3.11.3 When lawfully collecting competitive intelligence, Associates and others who are working on our behalf, must always act with utmost integrity. Associates must never engage in fraud, misrepresentation or deception to obtain information or use invasive technology to spy on others. Care should also be taken when accepting information from third parties to ensure the knowledge they provide is not protected by trade-secret laws, or non-disclosure or confidentiality agreements.
- 3.11.4 Whenever dealing with competitive intelligence, Associates are required to ensure that they are not:
 - (a) Accepting information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate non-disclosure/ confidentiality agreement has been signed with the party offering the information;
 - (b) Obtaining competitive information through misrepresentation and only through legal and ethical means;
 - (c) Contacting competitors to seek their confidential information;
 - (d) Inducing or receiving confidential information of other companies;
 - (e) Disclosing suppliers' non-public pricing information to third parties; and
 - (f) Misrepresenting their identity to collect competitive information.

3.12 Environment and Sustainability

- 3.12.1 Redington's aim is to protect and preserve the environment, minimize the potentially harmful effects of its activities on the environment and conduct business in an environmentally responsible manner. Redington understands and appreciates the criticality of protecting and sustaining the environment. It does not engage in any business which is not environment friendly and involves

unsustainable exploitation of our planet's resources. Redington uses the latest technology for improving the quality of services it offers and reducing its energy foot-print. We also believe in doing business with suppliers and business partners who share our commitment to environmentally sustainable practices.

3.12.2 We are committed to follow sustainable practices in all our endeavours. As a responsible corporate citizen, the Redington Group aims to deliver value to all its stakeholders including all Associates and the community.

3.12.3 All Associates are expected to follow environmental laws, regulations and standards that apply in the local area. Wherever possible, Redington and its Associates shall endeavour to reuse rather than dispose and promote recycling and use of recycled materials. Redington is committed to creating awareness on the disposal of e-waste in a safe and sound manner and collects and channelizes e-waste to authorised recyclers. For more details, refer to Redington's E-waste Management Policy.

4. PROTECTING THE ASSETS AND DATA PRIVACY

Redington commitment to doing business ethically includes respecting privacy, protecting information and safeguarding assets.

4.1 Protection and Responsible Use of Redington's Assets

4.1.1 All Associates are responsible for protecting and taking necessary steps to prevent the theft or misuse, of or damage to Redington's assets and property. The assets include all kinds of physical assets, movable, immovable, tangible property, corporate information (including information of Redington, its clients, customers, vendors or suppliers), software (including of Redington or third parties), intellectual property such as inventions, copyrights, patents, trademarks and technology.

4.1.2 The Associates are required to operate both internal and client-facing computer systems for their intended business purposes only, and in full accordance with documentation and supervisors' instructions. The Associates have an affirmative obligation to safeguard the hardware, software and data processed by Redington computers against damage, alterations, theft, fraudulent manipulation, unauthorized access, and unauthorized disclosure of proprietary or confidential information. Redington has an absolute right to monitor, limit and control the configuration and use of its computer systems and networks.

4.1.3 Associates must only use Redington's authorized software in the office. Associates must not make any duplication of Redington's licensed software

whether for their own personal use or otherwise, except for backup or archival purposes as such duplication is in violation of the copyright laws;

- 4.1.4 Associates must not bring into or take away from the office for use any software disk that has not been virus- checked by Redington or any software that is not legally acquired.
- 4.1.5 Upon the termination of employment or service engagement with Redington, the Associate must hand over all of Redington's assets in its possession to the Human Resources Department or any such department as may be designated by Redington from time to time for this purpose. Redington further retains the absolute right to restrict, monitor, modify and delegate the use of its assets by any Associate. Associates will be solely responsible for the use of all assets of Redington that have been entrusted to their custody and no acts of commission or omission on behalf of Redington shall constitute a waiver of such responsibility or liability on their part.

4.2 Use of Internet and E-mail by Employees

- 4.2.1 Access to Redington's electronic facilities and systems is provided to Employees for use in connection with its business. Associates should give careful thought of the appropriate medium, the substance, and the distribution of electronic messages to avoid overburdening the systems. Employees shall not download, copy, access or transmit to third parties the works of others without their permission.
- 4.2.2 Personal websites and personal web logs (or "blogs") maintained by a Employees should not be used for job-related communication. Redington utilizes company-sponsored websites and other e-marketing initiatives for communicating with existing and potential clients and candidates. Employees should use the tools (e-mail system or telephones, etc.) provided by Redington for any work-related communication.

4.3 Brand Protection

- 4.3.1 The use of the Redington's name and brand shall be done only for the purpose of Redington's business as duly notified and authorized by Redington and shall not be used for personal use or benefit.

4.4 Confidentiality

- 4.4.1 From time to time Associates will be entrusted with confidential information by Redington and its suppliers, vendors, customers and clients with the expectation that they fully understand the importance of maintaining confidentiality of such

information. This information is Redington's valuable asset. Every Associate must ensure to safeguard the confidential information that is shared during the tenure of employment. Publicity or sharing or unauthorized copying of such information or handling it negligently should be strictly avoided and failure to do so may invite disciplinary action as per the applicable law and the Code.

- 4.4.2 Any information that is confidential and shared with the other persons should be shared only on need to know basis with prior approval of the relevant head of department. This obligation extends to confidential information of third parties, which Redington has rightfully received. Every Associates confidentiality obligation remains in effect for as long as they work for Redington and for three years after they cease to be in association or employment with Redington. In case of any violation, the Associate shall be held responsible and disciplinary action shall be taken against the Associate.

Q. After your colleague left Redington Group, she/ he moved to another workplace and asked for a document that we use in Redington for her/ him to use at their new workplace? What should I do?

A. As per the Code, all document and information that an employee acquires or develops during their association with Redington is Redington's property and know-how. You should not share such documents with your friends. You should escalate the same to the Compliance Department at compliance@redingtongroup.com

4.5 Data Privacy

- 4.5.1 All Associates shall ensure that any data collected with respect to any individuals including the Redington's suppliers, vendors, customers or end users shall be adequately protected and not disclosed without obtaining their consents. The Associates shall also ensure that all applicable regulations in the country where the Associate operates shall be complied with respect to any data protection or privacy regulations.
- 4.5.2 All Associates shall ensure the integrity of personal data or information provided by them to the Redington. Redington shall safeguard the privacy of all such data or information given to us in accordance with applicable agreement, company policies or law.

4.6 Intellectual Property

- 4.6.1 During the course of employment or work related engagement with Redington, an Associate could have access to a wide variety of data and documents, some of

which may have been created by the Associate alone or as a part of a team. Redington shall at all times retain absolute ownership of all such content, documents and/or data and you shall not copy, transmit, remove or alter such data except in pursuance of its official duties

- 4.6.2 Associates should not infringe or violate the intellectual property rights of others and should use proprietary material of others only under valid licenses & in accordance with the terms of such licenses. Any unauthorized receipt or use of the intellectual property of others may expose Redington to civil & criminal liabilities and Associates are advised to strictly adhere by all of Redington's policies & procedures, including those governing the appropriate handling of unsolicited intellectual property.
- 4.6.3 Associates are advised to refer to guidelines as issued by the Compliance Department from time to time.

Q. There are many documents and processes that I have developed with respect to my work for Redington as an employee. I am changing my job now. Can I have works I prepared on my way to the new company?

A. All the works that you have produced while working at Redington are the intellectual property of Redington. These works have been carried out for the fee you earn from our company. Redington has paid you a salary for your knowledge, skill and expertise. For this reason, you cannot use or carry such works when you join another company.

5. RESPONSIBILITY TOWARDS STAKEHOLDERS

Redington systematically identifies its stakeholders, understand their concerns, defines purpose and scope of engagement, and commits to engaging with them in a professional manner. It acknowledges, assumes responsibility and is transparent about the impact of its policies, decisions, product & services and associated operations on the stakeholders.

5.1 Relationship with customers

- 5.1.1 Redington and its Associates have provided services for many years & have built up significant goodwill over a period of time. This goodwill is one of the Redington's most important assets, and the Associates must act to preserve the same. Redington and its Associates will be diligent while selecting customers.
- 5.1.2 When an Associate is dealing with a customer, it is critical for them to remember that they represent Redington and their efforts will create value for Redington and build a relationship based upon trust.

5.2 Relationship with suppliers, vendors and supply chain partners

- 5.2.1 Redington shall select their suppliers, vendors and other supply chain partners fairly and transparently, after exercising due diligence. Redington expects such providers to adopt ethical standards comparable to their own. The suppliers, vendors and supply chain partners are expected to abide by the Code in their interactions with, and on behalf of Redington, including respecting the confidentiality of information shared with them.
- 5.2.2 Wherever any serious ethical issues are identified, the value chain partners will be excluded from doing business with us.

5.3 Relationship with shareholders and financial stakeholders

- 5.3.1 Redington is committed to enhancing shareholder value and complying with laws and regulations that govern shareholder rights. Redington shall inform all its shareholders and financial stakeholders about relevant aspects of its business in a fair, accurate and timely manner and shall disclose such information in accordance with applicable law and agreements.
- 5.3.2 Redington shall keep accurate records of its activities and shall adhere to disclosure standards in accordance with applicable law and industry standards.

5.4 Relationship with Governments

- 5.4.1 Redington shall conduct its interactions with the government in a manner consistent with the Code. Redington does not believe in impeding, obstructing or improperly influencing the conclusions of, or affect the integrity or availability of data or documents for any government review or investigation.
- 5.4.2 Redington and its Associates shall not, unless mandated under applicable laws, offer or give any funds or property as a donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties. Redington shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies.

6. INSIDER TRADING & INFORMATION BARRIERS

6.1 Insider Trading

- 6.1.1 The Associates may become privy to various confidential and insider information in course of their employment/ engagement with Redington Group. It is a violation of the Code and various applicable laws to act on such information with an intention of personal gains or for benefits to known/ related parties. Redington

Group strictly forbids its Associates from indulging in any form of insider trading nor assist others, including immediate family, friends or business associates, to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such information would include price sensitive information about Redington and its dealings with its Associates.

6.2 Obligations of a person having access to price sensitive information

- (a) not to deal directly or through third persons, in shares of Redington on the basis of price sensitive information and during the period when trading window is closed;
- (b) to properly maintain database of price sensitive information;
- (c) to obtain pre-clearance before certain transactions of shares. For further details, please consult the Compliance Department at compliance@redingtongroup.com, in this regard;
- (d) not to provide such information to any third party, till it becomes public;
- (e) not to provide any investment advice (whether professional or not) based on the unpublished price sensitive information, with or without disclosing the same; and
- (f) not to deal in securities of any third party based on such price sensitive information

6.3 Insider trading & Fair disclosure policy

- 6.3.1 For Associates having dealings with companies of the Redington Group in India, please refer to (i) Code of Conduct to regulate, monitor and report Trading by Insiders; and (ii) Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as available at redingtongroup.com

7. SOCIAL MEDIA AND PUBLIC ADVOCACY

7.1 Social Media Guidelines

- 7.1.1 Social media sites and services are a popular method of communication and interaction. Redington supports the rights of its Associates to express themselves freely through the various social media networks. However, Associates must be cautious when such activity involves information about or information that may affect the perception of Redington, its customers and business partners.

- 7.1.2 Redington expects Associates to be aware of, understand and follow the social media guidelines laid down below while taking part in any global conversations

related to Redington. Please note that these guidelines are not exhaustive but suggestive and continue to evolve, as and when new technologies arise:

- (a) Associates shall not post any content, publish any confidential or proprietary information of the Redington or any third party which deals with Redington Group;
- (b) Associate shall not defame, abuse, harass or threaten Redington, other Associates or any third party which deals with Redington Group, or otherwise violate the legal rights of the Redington or such third party;
- (c) Associates shall not in any manner publish, post or promote any inappropriate, defamatory, infringing, obscene, racist, terrorist, politically slanted, material or information and not use any ethnic slurs, personal insults or obscenity in posts;
- (d) Associates shall not cite or refer to clients, partners or suppliers on any social media network without Redington's approval;
- (e) Associates shall not harass or advocate harassment of another person or organization;
- (f) Associates shall not post any material which contains nudity, violence or is offensive in nature;
- (g) Associates shall not publish information that is false or misleading or promotes illegal activities or partake in conduct that is abusive, threatening, obscene, defamatory or libellous;
- (h) Associates shall not exploit people in a sexual, violent or in any manner not respectful of human rights and dignity;
- (i) Associates shall not commit or promote any criminal activity or enterprise or provide instructional information about illegal activities, such as making or buying illegal weapons or violating someone's privacy;
- (j) Associates shall show proper consideration for the privacy of others;
- (k) Associates shall use the disclaimer, "*The postings on this site are my own and do not necessarily represent Redington Group's positions, strategies or opinions.*" when posting any content related to work or subjects associated with Redington;
- (l) Associates are not allowed to use social networking sites at work for their personal purpose. Associates need to take a 'job comes first' approach. Unless Associates are an authorized Social Media Manager, they should

not let social media affect their job performance.

- (m) Associates are not allowed to disclose company information that are financial, operational and legal in nature, as well as any information that pertains to clients and customers.
- (n) Dishonourable content such as racial, ethnic, sexual, religious, and physical disability slurs by employee on company's social networking sites are not tolerated. The company reserves the right to edit or amend or delete any misleading or inaccurate content posted by employee.

7.1.3 In case of any violation of the above, Redington shall take appropriate disciplinary action including any remedy under applicable law against the Associate and the Associate shall be personally responsible for such comments made.

7.2 Media Engagement and Public Advocacy

7.2.1 As a principle, Redington does not advocate policies which are against the applicable law or public good. Redington prefers to engage through trade and industry chambers and associations to undertake any public advocacy.

7.2.2 All Associates are encouraged to associate themselves with activities of professional bodies to enrich their knowledge and also help in building the organization's image. In the event our Associates are active members of industry bodies that participate in the development of public policy that addresses issues affecting industry, business, products and customers, such engagement should not result in dereliction of duty or in discrediting the organization's image/reputation or abuse of organization's resources or its principles

7.2.3 Only authorised representatives of Redington may speak on behalf of Redington in public forums or to the members of the media. All Associates, unless authorised, should refrain from giving any statements or making any public releases pertaining to Redington or its suppliers, vendors, supply chain partners, customers and clients.

7.2.4 All designated Associates must ensure that our advertising and promotional material are accurate and free from false claims.

7.2.5 Associates must never directly engage with media and only the designated employees of Redington are allowed to handle exchanges with the media

8. RECORDS AND DISCLOSURES

8.1 Maintaining Accurate Records

- 8.1.1 The integrity of Redington’s financial transactions and records is critical to the operation of the its business. Redington’s stakeholders’ trust is based on their confidence in the accurate recording of the Redington Group’s financial transactions. Additionally, the Company, being a listed company is bound by certain standards for accurate financial reporting and required to have appropriate internal controls and procedures. Redington maintains its accounts and records accurately which reflect the current state of affairs of the Redington and also in accordance with the applicable laws.
- 8.1.2 As an Associate responsible for or having involvement in financial reporting or accounting, you should have an appropriate understanding of, and should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and the company's financial and accounting policies, controls and procedures. Redington strictly prohibits recording false or misleading entries, unrecorded funds or assets, incomplete, inaccurate or artificial entries in the books, records or accounts or payments without appropriate supporting documentation and approval, wilful omissions of any of Redington’s transactions. Any wilful material misrepresentation of and/ or misinformation of the financial accounts and reports may lead to appropriate civil or criminal action under the relevant law.
- 8.1.3 Redington shall not engage in any activities wherein the records are posted without proper authorization or against our internal policies.

8.2 Integrity of Contracts

- 8.2.1 Redington is transparent about its commitments to our partners and customers, and its written contracts reflect the actual economics of the deal. Redington only executes financial transactions with appropriate authorization and records them in compliance with its accounting practices. Redington does not make side agreements or other “off-the-book” arrangements. Redington uses standard agreements and contracting processes or get approval for custom terms.

8.3 Document Retention

- 8.3.1 Redington Group is committed to generating and maintaining complete and accurate records and preserves all its records in accordance with data retention and other data management policies that meet our legal obligations and long-term business needs. The Associates shall ensure that Redington’s records, employee records, business records and authorizations, are maintained, archived and destroyed in compliance with legal and regulatory record keeping requirements.

8.4 Auditors

- 8.4.1 External auditors of Redington have a duty to review the records of Redington Group in a fair and accurate manner. Redington and its Associates must cooperate with the external auditors in good faith and in accordance with law. The Associates must never mislead the external auditors in any manner regarding financial records, processes, controls or procedures or other matters which such auditors may enquire about.

8.5 Regulators

- 8.5.1 Redington and its Associates must cooperate with requests for information from a regulator or appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of Redington with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Compliance Department. Additionally, no financial information may be disclosed without the prior approval of the Board.

9. **REMOTE WORK**

9.1 Remote working policy:

- 9.1.1 Redington is committed to a work-life balance and to exploring flexible work practices with its employees.
- 9.1.2 Redington expects every employee to comply with all company rules, policies, practices and instructions that would apply if the employee were working at Redington's physical work location, including the policies and expectations regarding information security technologies and confidentiality. The employees will be expected to ensure the protection of any proprietary information, including company and customer information accessible from their home offices.
- 9.1.3 While working from home, the following are the expectations from employees working remotely:
- (a) Be self-disciplined and self-motivated;
 - (b) Communicate often, reliably and consistently with the manager and team about availability and the ongoing status of your tasks;
 - (c) Connect with supervisors regularly to discuss work, establish task priorities, etc.;
 - (d) Be responsive to any messages, emails, or calls from team members;
 - (e) Meet all deadlines that have been set;

- (f) Maintain a satisfactory performance standard;
- (g) Be accessible and productive during the scheduled work day;
- (h) Use shredders to destroy any confidential and business documents and other confidential papers that are not required to be retained;
- (i) Ensure no third parties present in the remote office, including family members, are permitted access to Redington's IT assets or any confidential information;
- (j) Use a lockable desk drawer, cupboard or filing cabinet for storing papers and documents.

Recommendations while working from home:

- (a) *Follow a routine to ensure productivity*
 - (b) *Prepare for the day in advance*
 - (c) *Follow your schedule and manage your time effectively*
 - (d) *Create a dedicated workspace away from distractions*
 - (e) *Stay connected and increase communication with your manager and your team*
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10. ADMINISTRATION OF THE CODE

10.1 Compliance with the Code

- 10.1.1 The matters covered in this Code are of the utmost importance to the Redington Group and its stakeholders and are essential to its ability to conduct business in accordance with its stated values. All our Associates are required to carry out their duties to the Redington Group in accordance with the policies set forth in this Code, any other applicable policies of Redington and applicable laws, rules and regulations. In the event, any part of this Code is in conflict with the local laws, then the local laws must be followed. However, if the Code has stricter requirements than prescribed under local law, then the Code must be followed. In all instances of conflict between the local business practices conflicting with the Code, the Code must be followed. Please note that lack of knowledge about applicable laws is never an excuse and each Associate must keep themselves aware about the applicable laws in dealing for and on behalf of Redington.
- 10.1.2 The Compliance Department will own the responsibility to implement this Code in Redington Group and create the awareness of the Code in the Associates and

all other concerned people.

10.1.3 If an Associate is the subject of an external investigation, he/ she should immediately report this to the Compliance Department unless it is prohibited by law.

10.2 Responsibilities of Associates with respect to the Code

- (a) Read, understand, and comply with this Code, Redington's policies, laws, and regulations that apply to his/ her job.
- (b) Knows, understands, internalizes the Code and acts appropriately in the performance of their duties.
- (c) Be truthful and cooperate fully in any internal investigations. Do not conceal or destroy information.
- (d) Speak up when they see possible violations of the Code, Redington's policies, and legal and regulatory requirements.
- (e) Cooperate fully when responding to an investigation or audit.
- (f) Provides information to the Compliance Department when they are exposed to or witnesses inappropriate behaviour or corruption.
- (g) Undertake that lack of knowledge about ethical principles does not exempt the employee from their responsibilities.

10.3 Responsibilities of Supervisors/ Managers/ Department Heads with respect to the Code

- (a) Ensures the creation and maintenance of a supportive company culture and working environment that supports the inculcation of the Code.
- (b) Sets an example with his/her behaviour in the implementation of the code of ethics and informs his/her employees about it.
- (c) Becomes a router when an employee consults with them.
- (d) Responsible for the ethical conduct of the business processes of the department affiliated to him/her and for ensuring compliance with ethical principles.
- (e) Communicate regularly the importance of ethics and integrity to his/ her team and be clear of the expectation for work to be done ethically.
- (f) Lead by example, by modelling ethical decision-making and good judgment.

- (g) Ensure his/ her team knows that for results to matter, they must be achieved the right way. Then, ask questions and satisfy yourself that results have been achieved the right way.
- (h) Make sure his/ her team knows you will listen, even if they have something difficult to say.
- (i) Creating an environment that is respectful and inclusive and encourage his/ her team to speak up.
- (j) Help his/ her team members understand the requirements of the Code and applicable laws.
- (k) Be consistent when enforcing our requirements and holding people accountable for their behaviour at work.

When taking decisions, an Associate must ask the following questions for best outcome:

- (a) *Is it legal?*
- (b) *Does it comply with the Code?*
- (c) *Does it comply with the Redington's value, mission and culture?*
- (d) *Is the decision favourable for the Redington's stakeholders?*
- (e) *Would this represent Redington's in a positive light in a news headline?*

If your answer YES to these questions, it's likely appropriate to move forward. If the response is NO to any of these questions, stop and reconsider. Remember, it is always appropriate to ask for help to avoid any serious consequences.

10.4 Waivers

- 10.4.1 Any waiver of any provision of this Code for a member of the board of directors of any entity of the Redington Group or senior management must be approved in writing by the Redington's Board.
- 10.4.2 Any waiver of any provision of this Code with respect any Associate, apart from the board members in Group Companies or senior management must be approved in writing by the Compliance Officer.
- 10.4.3 A record of all waivers granted will be maintained by the Compliance Officer and promptly disclosed as required by applicable law.

10.5 Review and Amendments

- 10.5.1 The Code shall be reviewed annually to determine whether revisions may be required due to changes in the law or regulations, the business of the Redington Group or the business environment of the Redington Group.
- 10.5.2 Any amendments to this Code shall be first approved by the Board and promptly disclosed to the Associates. In the event, of any changes required to be performed prior to the Board's approval, this would be accordingly ratified by the Board in the subsequent board meeting.

11. VIGIL MECHANISM

- 11.1.1 The probity and appropriateness of behaviour of each and every Associate towards adherence to the principles set out in this Code and other policies of Redington is sacrosanct and constitutes the bedrock of Redington's discipline.
- 11.1.2 Redington encourages its employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of the Code, policies or law. It also encourages reporting of any event (actual or potential) of misconduct that is not reflective of Redington's values and principles.

Avenues available to Associates for raising concerns or queries or reporting cases could include:

- The compliance department, for employees;
 - Relationship team, their supervisors, point of contact, for external stakeholders of the Redington Group;
 - Human Resources department of respective companies of the Redington Group for personnel related concerns or queries;
 - Whistle blower hotline
 - Any other reporting channel as set out in Redington's Whistle-blower' policy.
- 11.1.3 Redington's Whistle-blower Policy is a critical means through which concerns in relation to actual or suspected violations of the Code and other misconduct can be made by Associates of Redington.
- 11.1.4 Redington is committed treating the identity of the complainant confidential and to ensuring that such individual does not face retaliation in any form, whether by a manager, co-worker or others, for reporting ethics and compliance concerns in good faith. Prohibited acts of retaliation include discharge, demotion, suspension, harassment, threats, or any other action that discriminates against an individual who submits a report of suspected non-compliance. Those engaging in acts of retaliation are subject to disciplinary action, up to and including termination, as permitted by local laws. This protection also extends to anyone who assists with

or cooperates in an investigation or report of an integrity concern or question. Redington will support those who support its values.

- 11.1.5 For more details regarding the making a complaint, investigation mechanism and protections provided to such complainants, please refer to Redington's Whistle-blower Policy available at <https://redingtongroup.com/>