

Code of Conduct

1) Regulatory References.

UBISL employees shall conduct their activities in accordance with the following:

- a) Insider Trading Policy (wherever applicable)
- b) PMLA Policy (wherever applicable)
- c) The Staff / HR Manual
- d) Guidelines/Regulations/rules laid down by Regulator(s)
- e) Policy on Prevention of Sexual Harassment of Women at Workplace
- f) Any other regulatory authority under which the activities are governed

UBISL employee is required at all times to act in accordance with this code of conduct.

2). Introduction to Code.

Our Code of conduct policy would detail who we are, how we should be operating in all work-related situations and also highlights the obligations to our associates. And any deviation to code of conduct may lead to disciplinary action also including but not limited to termination of Services. It details our values and the ethics to be followed at work, and also familiarizes the policies / code to be complied with at work.

3. The Code of Conduct Rules

The Code of Conduct Rules are clarified for UBISL Employee:

3.1 Integrity, Honesty and Ethical Conduct

i. UBISL and its employees, in the conduct of its business while working at Company's premises and at offsite locations, at Company's sponsored business and social event, and/or at any other place where the employees represent the Company, shall maintain high standards of integrity and fairness in all dealings with investors, issuers, market intermediaries, customers, other members and regulatory and other government authorities. UBISL considers honest conduct to be conduct that is free from fraud and/or deception. Ethical conduct would be conduct conforming to accepted professional standards of conduct. It involves ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

ii. All employees will abide by the HR Staff Manual as well as the policies on Personal Transactions, Anti-Money Laundering, Staff Code of Conduct (including its policy on gifts), Anti-Corruption and Policy on Prevention of Sexual Harassment of Women at Workplaces well as any future policies which will be issued by HR Department or a Company. In addition, Institutional Broking employees commit to abide by the UBISL Code of Conduct and Broker Code issued by IBA (BSE/NSE).

iii. UBISL employees shall work with sincerity and integrity and his/her personal ambitions shall not influence his/her performance within the Company or his/her devotion towards it.

iv. In case there is any new or pending legal case upon any employee in any court of law or with any Regulator of the land, the same must be disclosed to HR before joining / at the time of occurrence of such event, whichever is earlier. The details will then be evaluated. In case UBISL is of the view that conduct of the director / employee is not acceptable, UBISL reserves the right to terminate the services of the employee.

v. All employees will be responsible for safekeeping and return in good condition and order of all the properties of the Company, which may be in use, custody, care or charge. For the loss of any property of the Company in possession of the employee, the Company will have right to assess on its own basis and recover the damages of all such materials from employees and to take such other action as it deems proper in the event of failure to account for such materials from employees and take such other action as it deems proper in the event of failure to account for such material or property to the satisfaction of Company.

3.2 Due Diligence

UBISL Employees shall strive at all times to:

- render high standards of service;
- exercise due diligence;
- ensure proper care and exercise independent professional judgment;
- avoid to participate in any money laundering schemes.

UBISL shall have and employ effectively adequate resources and procedures which are needed for the conduct of Company Activities.

3.3 Discrimination and Harassment

UBISL is committed to providing a workplace free of discrimination and harassment based on race, colour, religion, age, gender, national origin, disability, veteran status, or any other biases. It will be the endeavour of every employee of the Company to see that workplace is free from such bias.

Harassment at workplace is an offence and would include any one or more act/s of the following:

- a) Physical contact and advances; or
- b) Inappropriate demand or request for favours
- c) A demand or request for sexual favours; or
- d) Making sexually coloured remarks; or
- e) Derogatory remarks
- f) Showing pornography
- g) Any other unwelcome physical, verbal or non-verbal conduct of sexual nature

Harassment to women at workplace is a grave offence punishable under Indian Penal Code. Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Act") which has come into force from 23rd April 2013 (Act No.14 of 2013), the Management of the Company formulated Policy on Prevention of Sexual Harassment at Workplace effective from May 18, 2021. All the employees are requested to take note of the guidelines and ensure congenial work atmosphere for women employees.

Any complaints pertaining to the harassment of men/ women at workplace, by any employee including Contract Staff, should be reported to The Internal Complaints Committee (ICC) for investigation. The ICC would carry out investigations as deemed necessary and arrive at conclusions regarding veracity of the claims made as per guidelines mentioned in the Policy on prevention of Harassment of women at workplace. Any employee found guilty by the ICC for harassment may be liable for suitable disciplinary actions leading up to termination.

3.4 Conflict of interest

- a) A Conflict of interest exists where the interests or benefits of one person or group of persons or an entity conflicts with the interests or benefits of the Company.
- b) All conflicts of interest, even the perception of a conflict of interests, must be avoided.
- c) Where the Employee is confronted by a conflict of interest in the performance of his/her duties, he/she will report that in writing to a member of the Management Committee of UBISL and to the Head Human Resources / CPO.

All employees are required to be on whole-time employment with the Company and devoting themselves exclusively to the business of the Company. Employees shall not take up any directorship or other work (part time or otherwise) or work in an advisory capacity, or be engaged, concerned or interested directly or indirectly [except whenever approved in written by the MD&CEO or by the Head of Human Resources/ CPO] in any other trade or business during the employment with the Company. Employees shall not directly or indirectly compete with the Company during their employment. Employees shall not seek membership of any local or public bodies. Before engaging in second jobs that might cause a conflict of interests with the Company to arise, the Employee must consult the Head of Human Resources. Whenever an employee wishes to take on a job or any other assignment/activity outside UBISL, which is likely to involve receipt of commercial consideration, it has to be reported to the Head Human Resources / CPO and requires prior approval by the MD&CEO /or by the Head Human Resources .

3.5 Operations

- a) UBISL or any of their Directors, Officers or Employees shall not indulge in front running (buying or selling of any securities ahead of transaction of the clients, with access to information regarding the transaction which is material to making an investment decision, so as to derive unfair advantage).
- b) UBISL or any of their directors, officers or employees shall not indulge in self dealing (using their position to engage in transactions by which they benefit unfairly at the expense of its Clients).
- c) UBISL shall not engage in any act, practice or course of business in connection with the purchase or sale, directly or indirectly, of any security held or to be acquired by it on behalf of its clients.
- d) UBISL shall not, in respect of any securities, be party to:
 - Creating a false market;
 - Price rigging or manipulation;
 - Passing of price sensitive information or take action which is unethical or unfair to it clients.

3.6 Transactions

3.6.1 General

Employees may not misuse inside information that they may have obtained through the performance of their duties. When an employee becomes aware of the inside information, he/she will refrain from the following actions:

- to give orders for their own account or for the account of a third party or within the context of their function; receiving and transmitting orders within the context of their function is not prohibited, on condition that the client order can be proved;
- to disclose the information to third parties, except within the context of the normal performance of their duties;
- to recommend transactions to third parties on the basis of that information.

The Employee may not use dishonest means to influence the price of Securities. Application of this rule means, for example:

- that the Employee may not use a dominant position to influence the price;
- that the Employee will not encourage or spread rumours in the market or unverified information obtained from the client / industry / any trade or any other sources without verification.
- that the employee shall not use blogs / chat forums/ messenger sites etc for any scrip specific discussion.

Any market related sensitive news received by employees either in their official mail/personal mail/blog or in any other manner, should be forwarded only after the same has been seen and approved by the Compliance Officer of UBISL. If an employee fails to do so, he/she shall be deemed to have violated the various provisions contained in SEBI Act/Rules/Regulations etc. and shall be liable for actions.

3.6.2 Personal transactions by or on behalf of the Employee

These transactions are ruled by a separate policy: "Policy on Prohibition of Insider Trading".

3.7 Disclosures

All transactions of purchase and sale of securities by key personnel and access persons shall be disclosed to the compliance officer at least on a quarterly basis and subsequently reported to the Board of Directors of UBISL if found having conflict of interest with the transactions its clients.

3.8 Gifts

UBISL recognizes the importance of establishing good business relations between the Company and its counterparties by means beyond strictly professional interaction. This Code of conduct seeks to establish criteria for transparent and reasonable behaviour and would help avoid Conflicts of Interest and protect both UBISL staff members and their counterparties.

3.9 Definitions:

3.9.1 Gifts and similar benefits

- A gift is a benefit which a staff member offers to or receives from an external person (client, supplier, official, etc) as a mark of appreciation without consideration or value in return.
- A gift can have several forms: presents, movable and immovable property, donations, legacy, club memberships, benefits of an insurance policy, all kinds of services. an offer by a supplier to employees to sell goods or services for personal use at a price that is materially different from that offered to regular customers

- Performance Incentives given to employees of clients would not fall under the definition of Gifts in this Code of Conduct.

3.9.2 Entertainment

- Entertainment is the participation in any event, offered to or received from an external person by a staff member. In case the offerer of entertainment is not present during the entertainment, the entertainment has to be considered as a gift.
- Entertainment can have several forms: visits (theatre, show, etc...), tickets for an event (concert, exhibition, sport, etc), a private journey/travel/accommodation etc.
- Business meals offered by employees of UBISL are excluded

3.9.3 Bribery

- As different (local and international) definitions of bribery exist, in this Policy the term bribery is not used in a legal sense but in its common meaning.
- Paying/offering bribes with the intention to influence the recipient improperly.
- Promising or giving benefits to public officials who are not permitted to be influenced with the intention to seek benefits or favours

3.9.4 Conflicts of Interests

When the individual objective judgment of a staff member can be influenced, or more generally, when gifts or entertainment can, in the eyes of a normal prudent person, create the impression of (trying to) influencing a decision.

3.9.5 Scope /Applicability

The Code of Conduct for Gifts applies to all UBISL employees and to UBISL as an entity.

3.10 Guiding Principles for Gifts & Entertainment

Principle 1: Basic Conditions

An offer done or received should be evaluated in accordance with following criteria. These are meant as a basis for everyone who has to make an assessment whether an offer (made or received) is acceptable.

- It has to be within the bounds of good taste, moderation and common sense in a normal business context.
- It should not bring UBISL to embarrassment (and in consequence impact its reputation) if disclosed publicly.
- It does not violate any laws or other internal policies/ UBISL Code of Conduct.
- It is not creating an expectation to get something in return ("quid pro quo").
- It is not given as a bribe, payoff or kickback (e.g. in order to obtain or retain business or to secure an improper advantage).
- It is not solicited for.

Principle 2: General Prohibitions

The following are strictly forbidden:

- Bribes.
- “Adult” entertainment, gifts or any sort of event involving nudity or lewd behaviour.
- Receiving and offering a gift in cash (or cash equivalent, such as gift cards or gift certificates, vouchers, securities or other financial instruments, etc.). This does not apply to Cash equivalents such as gift cards given as Performance Incentives to Client’s / Custodian’s staff.
- Inheriting from customers (with the exclusion of relatives in a private context): Employees who will be beneficiaries of wills or donations must inform the legator/donor they are obliged to refuse the will/donation at the moment they become aware of it. If the employee wants to accept, he/she should resign. If contrary to policies he/she accepts anyway, his/her services will be terminated.

Principle 3: Specific prohibitions in case of contacts with Government Officials

- In case of contacts with public officials, the risk of improperly influencing the counterparty’s behaviour or to be perceived as trying to improperly influence the counterparty’s behaviour is much higher. All the employees should be extra cautious when dealing with gifts or entertainment for Government officials.

- Additionally, it is prohibited for any staff member to offer /receive gifts or entertainment to or from a Government Official (e.g. from a supervisory authority/regulator) performing an inspection.

Principle 4: Threshold value for Gifts and Entertainment

- As a standard practice no employee of the Company shall accept any gift with perceived market value of Rs. 5000/- and above with exceptions such as sweets , chocolates, cakes, Calendars, diaries etc which are customary gifts given during festivals or specific occasions in Indian business culture.

- Accepting invitations for events including accommodation and/or travel expenses are allowed as long as they are within the limit of the maximum value of Rs.10,000/- (i.e. per event and per person max. Rs.10,000/-).

- Regional / Vertical / Business Heads of Sales are eligible to approve gift/entertainment upto a threshold value of Rs.5000/- per person per event and Heads of Sales is authorized to approve gift/entertainment a threshold value of Rs.10,000/- per person per event. Any gift above this value can be approved only by the MD & CEO of UBISL.

- Explicit written approval from the appropriate authority is required for all gifts/entertainment received and offered beyond respective threshold levels.

- The threshold of Rs Rs.10,000/- does not apply if budgets are approved for specific events.

Principle 5: No circumvention of the basic rules

- These principles should be complied with in spirit.
- Circumvention via relatives (cohabiting partner, child, etc.) is strictly prohibited.
- Gifts or entertainment offered specifically and directly to family members of the staff member are not acceptable.
- Gifts given in the form of future promised services or other non-cash benefits (e.g. the promise of employment) are forbidden.

Principle 6: Additional specific prohibitions in case of a tender

- It is forbidden to offer or receive gifts/entertainment to or from a party involved in a competitive bidding process with UBISL.

Principle 7: Specific conditions in case of discounts

- Discounts by a supplier of UBISL-to-UBISL staff member are only allowed if they are not higher than the discount offered by the supplier to his best customers.
- Offers to the whole staff or a defined group of staff members by a customer or a service provider is acceptable provided it is reported to Head Human Resources as soon as practical.

Principle 8: Recording of gifts

- (Records of Gifts shall be maintained through HRM system). No recording is required in case of gifts with monetary value less than Rs.5000/-
- As transparency is of essence in this context, all approvals should be documented, and records kept.
- Approval by the immediate reporting manager cannot replace or set aside the basic principles and prohibitions of this Policy.

Principle 9: Approval and monitoring

- Line management (the immediate reporting manager) should consult the Head of HR
- When it is unclear whether the request submitted for approval is in line with the principles of the Policy; or
- When it considers that an exception to the principles seems to be appropriate and that there are good arguments to do so.
- MD & CEO together with Compliance can give a final binding interpretation of the principles of this Policy.
- By way of second line monitoring, Compliance will check on a sample basis the quality of the records and the argumentation of approvals by line management.

Principle 10: Charitable donations should be based on the interest of the company to contribute to society.

Charitable donations are a recognized way of improving a company's image and cement good local relations. In principle, donations that will genuinely benefit the local community are allowed.

- In case of charitable donations, cash gifts are, as an exception to the general rule on offering or receiving gifts, allowed.
- Charitable donations should be decided upon based on a company policy and as part of Corporate Social Responsibility.

Principle 11: Sponsoring decisions should be based on the interest of the company.

- Sponsoring is a recognized way of improving a company's image and cement good local relations.
- Sponsoring decisions/initiatives should be always based on the interest of the company (driven by a commercial purpose, usually to increase visibility and value of the brand) and not for private benefit or interest of the decision taker(s).

3.11 Ban of offering of Unacceptable services and assistance

UBISL employees (including contract employees) and representatives are strictly prohibited from offering their customers unacceptable services and assistance.

Unacceptable services and assistance are services or assistance offered, exceeding the customary level and that could either lead to conflicts of interest, breach of laws and regulations and/or of which the intention could be fraudulent.

3.12 Complaints, claims, duty to report.

- Customer Complaints and claims are required to be reported forthwith via the appropriate channels: the Manager Customer Service, Head Customer Service and the superiors of the Employee, in line with the Customer Grievance Redressal Manual.

- If, due to an error, a loss occurs for UBISL or a third party, this must be reported forthwith to the superiors of the Employee and the Risk Control Unit. The appropriate authorities of UBISL will decide on the position that has arisen. The situation that has arisen shall be submitted to a member of the Management Committee. In this respect not only an incurred loss, but every involuntary exposure to risk is handled as a loss, even if it results in a gain.

- Respecting the Financial regulations is both an individual and a collective responsibility. Consequently, this gives rise to a duty to report on the part of all employees. This means that, as soon as they establish or suspect that a client or an employee is abusing certain possibilities, they are required to report the same forthwith to their immediate superior. As a rule, this will relate to fraud, attempted fraud, the forging of documents, embezzlement, activities relating to money laundering, infringements in respect of special, tax-avoidance mechanisms and fiscal obligations, infringements of the legal provisions on insider trading.

- When the duty to report cannot be met for whatever reason or if this way does not lead to satisfactory solution, the Employee can follow the procedure for the Protection of Whistle Blowers of UBISL.

3.13 Duty to observe discretion.

- Employees are required to observe due discretion with regard to past, current and future transactions, the Schemes managed, formulated recommendations, planned changes to recommendations and other important information.

- Confidential information received by Employees may be used only within the context of their function. This duty to observe discretion also applies internally vis-à-vis colleagues.

- This duty to observe discretion continues to apply undiminished to employees who leave UBISL: for example, on their retirement.

- The databases are only made accessible for persons who need access (only read or also modify) to them in the exercise of their function. The persons who have access to these databases do not communicate their password to unauthorized persons.

- The databases with personal data are managed with due observance of the applicable privacy regulations.

3.14. Unfair Competition

UBISL Employees shall not make any statement or become privy to any act, practice or competition, which is likely to be harmful to the interests of other Stockbrokers / Intermediaries or other Companies and is likely to place them in a disadvantageous position.

3.15. Organisation and control

- The Employee is required at all times to use the technical resources made available by UBISL, as well as the necessary procedures for the correct performance and monitoring of the services provided, as determined by UBISL. UBISL will inform the Employee of the procedures in force and will furnish the Employee with a copy of them and monitor compliance with them.

- Application of this rule means, for example: that the Employee always executes transactions within his/her authorization limits, that means of communication are used within the professional context they are made available for and that they are certainly not used contrary to public order or public decency or otherwise unlawfully.

- Media contact: The Chairman and MD&CEO are the authorized spokespersons for UBISL. However, in case any other employee is required to interact with the Media (in a professional capacity), it shall be done with the approval of the MD&CEO. UBISL shall also not make any public statement which may hamper its business or business of other Companies/Entities

- In all cases, UBISL or any of its employees shall not render, directly or indirectly any investment advice about any security in the publicly accessible media, whether real-time or

non- real-time, unless a disclosure of his / her interest including long or short position in the said security has been made, while rendering such advice.

- In case an employee of UBISL is rendering such advice, he / she shall also disclose the interest of his/her dependent family members and the employer including their long or short position in the said security, while rendering such advice.

- Promoting products of UBISL or the products promoted by UBISL would be considered as Promotional effort and hence not be construed as Investment advice.

- Publications, speeches and lectures in which reference is made to the Employee's function or to company data or processes: employee will consult his immediate superior beforehand. Personal views of the author or speaker must be explicitly represented as such. The Employee must avoid any confusion between his personal views and the point of view of the company.

- All confirmed employees must also take leave for minimum 5 working days at least once in a year except for employees holding the following responsibilities, who would take leave for minimum 10 continuous working days at least once in a year:

- o All Management Committee Members
- o All Dealers
- o Heads of Functions – Customer Service/ Information Technology /Operations / Risk/ Human Resources

Contacts: If employee has even the slightest doubt in a given situation as to whether your proposed or actual conduct is in accordance with the code of conduct in force, you should contact either your immediate superior or the Head - Compliance.

3.16. Violation of the Code

An Employee who does not comply with this Code of Conduct will be subject to appropriate penalties commensurate with the gravity of the facts, as set out in the work rules. Penalty for violation may include disciplinary action, removal from Office and termination of services as well as other remedies, including recommendation for any of the above penalty, to the extent permitted by law and as considered appropriate under the circumstances.

3.17. Observance of Statutes, Rules and Regulations

UBISL Employees shall abide by the letter and spirit of the provisions of the Statutes, Rules and Regulations which may be applicable and relevant to the activities carried on by it as a Employee and (Special provisions to Institutional Broking Business).

4. Office Infrastructure Management

4.1 Data (external devices):

i. Employees shall not be allowed to enter the office work area with external instruments like CD, Floppy, Laptop, and USB Facilities like mobile dialup, I-POD data transfer with the office facilities, which are treated as unauthorized.

ii. Employees are instructed not to investigate or tamper with the installations, install any software. In case of need of any assistance, Employees are advised to contact the system administration team. Employees would be held responsible for all unauthorized / copyright protected / non-licensed activities / items found in their System or their access locations.

4.2 Use of telephones / internet / printer / email / social media:

i. To enable employees to carry out their duties professionally and efficiently, the Company provides various equipment's and technical resources (including telephone, fax, desktop, laptop, tablets, software and hardware). The use of these resources is not without obligations but requires commitment on behalf of the employee that these resources will be treated with due care and respect in the execution of their duties within UBISL. The employee shall return these resources immediately at the request of the company and not later than the last day of employment.

ii. If during the term of employment contract the Employee damages the said resources, the Company has the right to claim damages from the Employee in the event of deceit, serious offence or minor offence that is more the rule than exception with the employee concerned.

4.2.1 Internet:

i. Employees shall be provided access to internet only if relevant for the job (need to have basis).

ii. The Company shall provide limited access to Internet sites based on the need of the role.

iii. In case internet access is required for other websites which are not approved, the Employee shall seek his Head Of Department's approval with justification and submit the approval to IT department, based on which access shall be granted.

iv. In any case, it is forbidden to browse unethical sites (Porn Sites, Personal Networking Sites and Job Sites) even from the Employee's personal mobile phone and internet during Office hours and within Office premises. Such browsing shall amount to gross misconduct and the employees are liable to be terminated for the same without notice or salary in lieu thereof.

4.2.2 Security Recording:

i. The Company has the right, for the purpose of creating record of transactions and for compliance purposes, to record and monitor telephone calls made by employees.

ii. The Company shall record calls relating to its Stock Broking Operations. Any recording will be stored securely and shall not be disclosed outside, except as required by law. Apart from this, the Company shall have the right to install CCTV cameras at appropriate places inside the office premises or record telephone calls made by Employees as part of any claims or investigations. Email communications sent and received by the Employee shall be monitored, from time to time, for the purposes of identifying any non-compliance with the Company policies or applicable laws. If any such monitoring discloses any breaches of any law or the Company policies, disciplinary action shall follow, which may result in termination from the employment.

4.2.3 Desks and hardware:

- i. The Employees are advised to keep their workstations clean and secure. Employees shall ensure that official documents are not left on the desks without their presence around and during non- working hours.
- ii. Due to security restrictions, Employees are advised to keep the desktops locked and the computer monitors switched off, when Employees are away from their desk.
- iii. Employees are requested to handle the Company's assets provided to them with due care and report the loss / damage, if any to the IT Department immediately.
- iv. Employees must take due care to prevent theft of the Company's property in their possession and in case of loss of the same, Employee shall take necessary legal action such as lodging of appropriate report with the concerned Police Station.

4.2.4 Security:

Employees must refrain from the thing that might endanger their personal safety or that of other people. Employees are not permitted to bring strangers to the place of work without complying with the prevailing access and security procedures.

4.3 Health & Hygiene:

- i. Employees shall adhere to the general rules concerning health and hygiene.
- ii. Employees, who refuse to cooperate with compulsory medical examinations, may not commence or continue their employment.
- iii. Employees shall eat meals only in the places allocated for this purpose.
- iv. The use of Cigarettes, other tobacco products, consumption of alcoholic beverages and drugs is strictly forbidden in the office premises. Employees found to have broken this rule are liable to be immediately terminated without any prior notice or salary in lieu thereof.

5. Security & Access Control

5.1 ID Cards and Access:

- i. All Employees shall carry their Company identity card every day to office and display during the office hours in the office premises. All Employees shall receive a photo identity card, which serves as an Identity card as well as an access card for gaining access to the office premises where relevant. Further each Employee shall be provided access to Human Resources Management (HRM) System to mark attendance. In case the card is not brought to office, the Employee shall regularize attendance through the HRM System.
- ii. All Employees shall display their Photo ID Card at all times in the office premises. The Employee shall swipe the access card in the access control system wherever relevant. Employees are strictly advised to avoid tailgating. If Employees are found to be tailgating or allowing others to tailgate or intentionally not swiping out during breaks, at the main door, they are liable to face disciplinary action.
- iii. Employees who are on official assignments outside the office premises shall apply for regularization "On Duty" and get the same approved by their Supervisor. Attendance reports are generated and taken for salary inputs by the HR Department based on this record. Employees are expected to regularize their attendance on a monthly basis through HRM

system. The record in the Human Resource Management (HRM) system will be conclusive on the time the staff member has entered or left the premises.

5.2 Visitor Management:

All visitors to the Company's Office shall be registered with the Security Desk, where visitor's identity badge will be given. Employees shall be responsible for the conduct of any visitor brought to the facility escorted or invited by them. Visitors could be taken inside the office under constant supervision, but not to the work stations. All visitors to server rooms would have to be necessarily accompanied by the Systems Administration team member's at all times.

5.3 Professional secrecy and unfair competition:

i. During the period of the employment contract as well as after termination thereof, Employees shall treat all documents, all records, files, memoranda, data in machine readable form, reports, fee lists, customer lists, drawings, plan sketches, documents and the like, relating to the business of the Company including, but not limited to, all intellectual property and proprietary research which the Employee shall use or develop or come in contact with in the course of or as the result of their employment with the Company with utmost care and such documents shall remain the sole property of the Company

ii. Each Employee shall be responsible for safeguarding Company information acquired in connection with their employment. Access to company information shall be on a need-to-know basis hence Employee shall be responsible for:

- a. using the information only for the purpose intended;
- b. complying with controls established and not disclosing information to anyone without management authorization;
- c. providing adequate control over information in their possession; and
- d. notifying the Company of known or suspected problems over the control of Information

iii. The Company's computer resources are Company assets. The programs developed by Employees, within the scope of their employment, are the property of the Company and hence all rights to such programs reside exclusively with the Company.

5.4 Disclosure of Confidential Information:

i. Employees shall not, during or after the termination of his/her employment with the Company, without the consent of the Company disclose or divulge or make public any information regarding the Company including its affairs or administration or research carried out or business whether the same may be confined to the Employee or become known to the Employee in the course of his/her employment with the Company or otherwise.

ii. Employees shall note that, both during and following the termination of employment with the Company, they shall hold information in a fiduciary capacity for the benefit of the Company, and shall not directly or indirectly use or disclose (except as authorized in writing by the Company) any "Confidential Information" as defined thereafter.

The term “Confidential Information” shall mean and include any information, data and know how relating to:

- (i) the business of the Company and the Group Companies; and
- (ii) any clients of the Company and / or the Group Companies;

That is disclosed to the Employee by the Company or known by them as a result of their relationship with the Company and not generally within the public domain including, but not limited to, all intellectual property and proprietary research developed by and / or known to Employee during his/her employment with the Company. The term “Confidential Information” does not include information that has become generally available to the public by act of one who has the right to disclose such information through presentation or otherwise without violating any right of the Company, any member of the Group Companies or the client to which such information pertains.

iii. The Company is not interested in any trade secret or confidential information of any other person or entity. Accordingly, the Company expressly prohibits Employees from taking, using or attempting to take or use trade secret or confidential information belonging to any other person or entity. To that end, Employee’s employment with the Company shall be based upon the understanding that the Employee has not brought with him/her any trade secret or confidential information from any other person or entity, and that he/she will not obtain or use any such information during the course of his/her employment with the Company.

iv. Failure to comply with the Policy may result in corrective or disciplinary action, including, where appropriate, employment termination and legal recourse.

6. Social Media:

Social media allows the companies to engage with clients and consumers directly. It gives organizations a platform to build their brand and distribute announcements and information with the click of a button.

However, being such a prestigious institution, the Company is required to adhere to certain guidelines and formulate rules for its Employees with regard to Social Media Interaction. The guidelines on Social Media interactions are specified as under:

6.1 Use of Social Media:

i. Employees having access or using Social media, including social networks (such as Facebook, MySpace, Google+, Instagram, LinkedIn etc.), mini blogs (e.g., Twitter), blogs, online forums shall not use such access during official working hours.

ii. If Employee end up making use of the Internet and social media for personal purposes during working hours, suitable disciplinary actions can be initiated against the Employee.

iii. No employee is authorized to comment on behalf of the Company in social media unless authorized by the MD&CEO.

iv. Employees must refrain from publishing or discussing proprietary or confidential information about the Company, such as company finances, company strategies, customer

data, staff data, internal discussions, or any other information considered 'confidential' or 'purely 'internal'.

v. As a rule, information that shall be made public is published through Company website.

vi. Employees are expected not to engage in any online conduct that is unlawful and/or unacceptable at the workplace and/or personal life.

7. Agreement with Code of Conduct

The Employee declares that he/she has understood the Code of Conduct Agreement and agrees to observe the same in carrying out his/her duties as an employee.

I agree to adhere to the Code of Conduct Agreement in force and any changes made therein from time to time, in carrying out my duties in the Company in line with the assigned role and responsibility. I am aware and agree to this declaration being added to my personnel file for records.

Name: Employee Code:

Signature of Employee: Date:

8 Enforcement of Code of Conduct

All employees shall be accountable for fully complying with this code. Any material violation of the code that is reported /noticed shall be reported to Head Human Resources/CPO who would bring it to the notice of Management Committee and the Board.

9. Review of Policy:

The policy will be reviewed at as and when deem necessary by the Board of Directors of UBISL or the Relevant Authority empowered by the Board of UBISL.

10. Relevant Authority

The Relevant Authority in this case shall be the MD & CEO of UBISL.