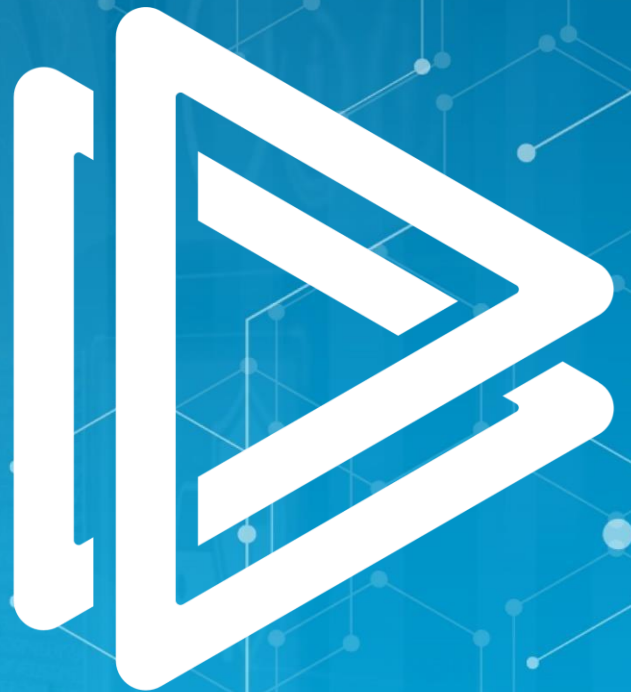




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Policy on Code of Conduct and Ethics



www.trianz.com

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Glossary

Word/Abbreviation	Description

1. Purpose

Trianz Holdings. (together with its subsidiaries, the “Company”) has established this Code of Business Conduct and Ethics (subsequently called “code”) to aid the Company’s directors (“Board of Director”), associates (“All employees on full/part time or contract employees”) in making ethical and legal decisions when conducting the Company’s business and performing their respective day- to-day duties. The code applies to all associates of the company (including those of its subsidiaries), regardless of when such person was hired or became associated with the Company.

The Company expects its directors & associates to exercise reasonable judgment when conducting the company’s business. The company encourages its directors & associates to refer to this code frequently to ensure that they are acting within both the letter and the spirit of this code. The company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this code, the company encourages each associate to speak with his or her supervisor (if applicable) or with the Human Capital Head under this Code. If you have any questions or concerns about this Code and you are a director of the Company, you should speak with the CEO, or a committee thereof responsible for administering and interpreting this Code.

2. Contents of this Code

This Code has two sections which follow this Introduction. The first section, “Standards of Conduct,” contains the actual guidelines that our directors & associates are expected to adhere to in the conduct of the company’s business. The second section, “Compliance Procedures,” contains specific information about how this code functions including who administers the code, who can provide guidance under the code, and how violations may be reported, investigated and disciplined. This second section also contains a discussion about waivers of and amendments to this code.

1.1 A Note About Other Obligations

The company’s directors & associates generally have other legal and contractual obligations to the Company. This code is not intended to reduce or limit the other obligations that you may have to the Company. In particular, each director and associate is subject to the Company’s Policy on Insider Trading and Disclosure, and associates are subject to the Policies specified in the Bluebook. Instead, the standards in this Code should be viewed as the *minimum standards* that the Company expects from its directors & associates in the conduct of its business.

2. Standards of Conduct

2.1 Compliance with Laws, Rules and Regulations

The Company seeks to conduct its business in compliance with both the letter and the spirit of applicable laws, rules and regulations. We expect all of our associates to have a sound knowledge of the proper and improper courses of conduct both with regard to their own activities and those with whom they must deal. We also expect associates to be familiar with the material laws and regulations applicable to business activities in their territory. No director, associate shall engage in any unlawful activity in conducting the Company’s business or in performing his or her day-to-day company duties, nor shall any director & associate instruct others to do so.

This Code and the compliance with this Code may be subject to the applicable local laws, rules, and regulations of jurisdictions wherein the organization has operations in. Accordingly, if there is a conflict between the requirements of the laws applicable in the country or jurisdiction which may be relevant in the circumstances, the Company’s policy is that Company

personnel should consult with the Human Capital Head before taking any action that may be unlawful under, or violate, any such laws.

2.2 Protection and Proper Use of the Company's Assets

Loss, theft and misuse of the Company's assets have a direct impact on the Company's business and its profitability. Directors, associates are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Directors, associates are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes.

2.3 Conflicts of Interest

The Company recognizes and respects the right of its directors & associates to engage in outside activities that they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors & associates must avoid situations that present a potential or actual conflict between their personal interests and the company's interests.

A "conflict of interest" occurs when a director's & associate's personal interest interferes with the Company's interests. Conflicts of interest may arise in many situations, including the following:

- **Outside Employment and Other Affiliations.** A conflict of interest may arise if an individual is simultaneously employed or engaged by the Company and another business concern, particularly a Company customer or business partner.
- **Activities with Competitors.** A conflict of interest arises if an individual takes part in any activity that enhances or supports a competitor's position, including accepting simultaneous employment with a competitor.
- **Gifts.** While entertaining customers in the ordinary course of business is not prohibited, a conflict of interest may arise if an individual or any member of an individual's immediate family gives or accepts any gift with the intent to improperly influence the normal business relationship between the Company and its customers or other business partners, or gives or accepts any lavish gifts from a competitor.
- **Investments in Other Businesses.** A conflict of interest may arise if an individual or any member of an individual's immediate family holds a financial interest in an outside business concern, particularly, a Company customer or business partner. Many factors must be considered in determining whether a conflict of interest exists in this situation, including the size and nature of the investment; the ability to influence the Company's decisions that could affect the outside business concern; access to confidential information of the Company or of the outside business concern; and the nature of the relationship between the Company and the outside business concern.
- **Conducting Business with Family Members.** A conflict of interest may arise if an individual conducts business on behalf of the Company with a business in which a family member, including siblings, step-parents and step-children, of such individual or such individual's spouse, or person sharing the same household with such individual, is associated in any significant role. The Human Capital Head must be informed of all situations in which the Company is conducting business with any member of an associate's family or person sharing the same household as the associate.

Each individual's situation is different and in evaluating his or her own situation, a director or associate will have to consider many factors. Each associate is responsible for promptly reporting to the Human Capital Head any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. The Human Capital Head may notify the Board of Directors or a committee thereof or take other action as he or she deems appropriate. Actual or potential conflicts of interest involving a director should be disclosed directly to the President and CEO or a committee thereof responsible for administering this Code.

2.4 Corporate Opportunities

Directors, associates owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each director and associate is prohibited from:

- Diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company unless such opportunity has first been presented to, and rejected by, the Company,
- Using the Company's property or information or his or her position for improper personal gain, or
- Competing with the Company.

2.5 Confidentiality

Confidential information generated and gathered in the Company's business plays a vital role in its business, prospects and ability to compete. "Confidential information" includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. Directors, associates may not disclose or distribute the Company's confidential information, except when disclosure is authorized in writing by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, associates shall use confidential information solely for legitimate company purposes. Directors, associates must return all of the Company's confidential and/or proprietary information in their possession to the Company when they cease to be employed by or to otherwise serve the Company.

2.6 Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that directors & associates must endeavor to deal ethically and lawfully with the Company's customers, suppliers, competitors and associates in all business dealings on the Company's behalf. No director or associate should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

2.7 Accuracy of Records

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements is fundamental to the Company's continued and future business success. No director or associate may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director or associate may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, associates who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

2.8 Political Contributions

Business contributions to political campaigns are strictly regulated by federal, state and local law in the country of operation. Accordingly, all political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Compliance Officer. Directors, associates may not, without the approval of the Compliance Officer, use any of the Company's funds for political contributions of any kind to any political candidate or holder of any national, state or local government office. Directors, associates may make personal contributions, but should not represent that he or she is making any such contribution on the Company's behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to the Human Capital Head before any contributions are made.

2.9 Entertaining or Doing Business with the Governments; Anti-Bribery and Corruption

Giving anything of value to a government associate for the purpose of obtaining or retaining business is strictly regulated and in many cases prohibited by law. The Company and its directors & associates must also comply with federal, state and local laws in the country of operation, as well as foreign government laws, governing the acceptance of business courtesies. Directors, associates must refrain from giving anything of value to federal, state and local government associates with whom the Company does business, except promotional items of little intrinsic value and modest refreshments. In addition, directors & associates should consult with the Human Capital Head before giving anything of more than nominal value to any government associates of other countries.

The Company does not tolerate or endorse corruption in the marketplace. Associates must ensure that payments made by or on behalf of the Company are made only for legitimate business purposes. Under no circumstances is it acceptable to offer, give, solicit or receive any form of bribe or kickback. The Company is committed to complying with the Foreign Corrupt Practices Act, the OECD Convention on Combating Bribery of Public Officials in International Business Transactions and the UK Bribery Act of 2010, and any other anti-bribery and corruption statute in each foreign country in which the Company does business. Due to the complex laws in this area, you should also refer to the Company's Foreign Corrupt Practices Act Policy and Company Anti-Bribery and Corruption Policy and consult with the Human Capital Head of the Company with any questions and/or concerns.

2.10 Money Laundering or Illicit Financing

Associates must actively guard against the use of the Company's products and services by third parties for the purposes of money laundering or illicit financing activity, including terrorist activity. Money laundering is the process by which the proceeds of criminal activity are moved through the financial system in order to hide all traces of their criminal origin. Money laundering is an essential part of much criminal activity and has become the focus of considerable attention by governments, international organizations and law enforcement agencies throughout the world. By contrast, illicit financing activity, including activity by or for terrorist groups, focuses on the destination and use of funds that may come from legitimate or criminal sources, or a combination of the two.

The Company is committed to cooperating fully with law enforcement and regulatory investigations concerning possible money laundering or illicit financing activity. You must immediately contact the Company's Human Capital Head if you are approached in any manner by government agencies for records and information on customers, agents, or business partners that may be under investigation. Strict rules specify time frames for complying with such government inquiries or requests and for reporting certain activities that may bear upon money laundering or terrorist activity. Therefore, your immediate action is vital in both reporting requests and being responsive when given instructions by the Human Capital Head.

2.11 Labor and Employment

The Company adheres, and expects its associates to adhere, to all federal, state, and local laws in the country of operation regarding labour and employment. These include but are not limited to equal employment opportunity, harassment and discrimination, and safety and health.

2.12 Quality of Public Disclosures

The Company is committed to providing its stockholders with complete and accurate information about its financial condition and results of operations as required by the Law of the Land. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications made by the Company, include fair, timely and understandable disclosure. Directors and associates who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. The Company's Disclosure Committee and senior management are primarily responsible for monitoring the Company's public disclosure.

3. Compliance Procedures

3.1 Communication of Code of Conduct

All directors & associates will be supplied with a copy of the Code upon its adoption by the Company. In addition, all directors & associates will be supplied and asked to confirm in writing that they have read and understood, and will comply with, the Code at the beginning of their service at the Company. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors & associates by requesting one from the Human Capital Head or Human Resources department,

3.2 Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board of Directors or a committee thereof or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, shall take reasonable steps from time to time to make a preliminary assessment of where the matter should be allocated and addressed and

- (i) to monitor and test compliance with the Code with respect to matters under its supervision as set forth above, and
- (ii) When appropriate, impose and enforce appropriate disciplinary measures for violations of the Code, after making a preliminary assessment of where the matter should be properly allocated and addressed.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution.

The Company's management shall periodically report to the Board of Directors or the Corporate Governance Committee on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

The Company shall conduct periodic audits of the Company's compliance programs and compliance with the Code, including FCPA, Bribery Act of respective nations of operations and anti-corruption compliance programs and processes of the Company.

3.3 Reporting Concerns/Receiving Advice

Communication Channels

Be Proactive. A copy of the Code will be maintained on the Company's website at www.trianz.com. Every associate is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of

the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If any associate believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to the attention of the Human Capital Head.

Seeking Guidance. The best starting point for an associate seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the associate has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the associate does not feel that he or she can discuss the matter with his or her supervisor, the associate may raise the matter with the Human Capital Head.

Communication Alternatives. Any associate may communicate with Human Capital Head by any of the following methods:

In writing

(which may be done anonymously as set forth below under "Reporting; Anonymity; Retaliation"), addressed to the Human Capital Head, by RegisteredPost to c/o Trianz Holdings, 6th Floor, Kalyani Magnum Doraisani Palya, Bannerghatta Road, Bengaluru - 560076;

or **By e-mail** to

Human Capital Head

By Email: Grievanceredressal@trianz.com

Misuse of Reporting Channels. Associates must not use these reporting channels in bad faith or in a false or frivolous manner. Furthermore, associates should not use the off-site voicemail account to report grievances that do not involve the Code or other ethics-related issues.

3.4 Reporting; Anonymity; Retaliation

When reporting suspected violations of the Code, the Company prefers that associates identify themselves to facilitate the Company's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an associate wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

3.5 Non Retaliation

The Company expressly forbids any retaliation against any associate who, acting in good faith, reports suspected misconduct. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

3.6 Waivers and Amendments

No waiver of any provisions of the Code for the benefit of a director (which includes without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless

- approved by the Board of Directors or, if permitted, the Audit Committee (or the committee of the Board to whom the matter has been allocated or referred) , and
- if applicable, such waiver is promptly disclosed to the Company's stockholders in accordance with applicable securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be. Any waivers of the Code for other associates may be made by the Human Capital Head, the Board of Directors or, if permitted, a committee thereof.
- All amendments to the Code must be approved by the Board of Directors or a committee thereof and, if applicable, must be promptly disclosed to the Company's stockholders in accordance with applicable securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

For Trianz Process Improvement Group (TPIG) Purpose Only

Version History

Ver. No.	Author	Reviewer	Approver	Date	Reason for Change	Change Description
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4.00	Human CapitalTeam	Raakesh Ramakrishna	Rajesh Ramakrishna	24-Jun-22	Annual Review	None



Contact Information

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