

Conflict of Interest Policy

Confidentiality Statement

The policies, procedures and standard practices described in this manual are for the said process only at SG Analytics (**from here on termed as 'SGA'**) and do not extend or imply to any other SGA entity. Information in this document represents guidelines only. SGA reserves the right to modify this document, amend or terminate any policies, procedures, or employee benefit programmes whether or not described in this document at any time, or to require and/or increase contributions toward these programs.

All policies contained herein have been adopted by SGA and supersede previous policies. We periodically review policies, in part or as a whole, to ensure that they continue to reflect current thinking of the organisation and are consistent with trends and legal requirements.

© 2017 SG Analytics Pvt. Ltd. All rights reserved.
Property of SG Analytics Pvt. Ltd.

No Part of this document may be reproduced or transmitted in any form or by any means, electronic or mechanical, including photocopying or recording, for any purpose, without the express written consent of SG Analytics Pvt. Ltd.

Document Summary

Document Reference #	SGA_PO_Conflict of Interest Policy_v2.0
Author	Sandeep Datta
Reviewed By	Rohit Kalghatgi
Approved By	Susshruth Apshankar
Owner	Sandeep Datta
Document Type	Policy
Document Status	Approved
Document Circulation	Confidential Internal
Document View Level	Internal
Release Date (mm-dd-yyyy)	04-01-2017

Revision History

Version	Date (DD-MM-YYYY)	Author (Designation: Name)	Changes (Short Description)	Remarks
v1.0	18-07-2016	Sandeep Datta Head- HR and Admin	-	Initial Document
v2.0	04-01-2017	-	-	Reviewed Document

Content

1.	Introduction	5
1.1	Objective	5
1.2	Scope	5
1.3	Glossary of Terms	5
2.	Responsibility	5
3.	Policy	5
3.1	Purchase or Sale of Goods and Services	5
3.2	Direct or Indirect Business Interests	5
3.3	Gifts, Payments, Gratuities, and Contributions	6
3.4	Fraternizing	6
3.5	Political Activities	6
3.6	Conflict of Interest Statements	7
3.7	Policy Administration and Approval	7
3.8	Breach of Policy	7
	Annexure 1 - SGA, Conflict of Interest Statement	8

1. Introduction

1.1 Objective

SG Analytics Pvt. Ltd. (SGA) is committed to conduct its businesses in accordance with the highest ethical standards and has adopted this policy, to establish guidelines for and identify situations where the personal interests of executives, officers, and employees (associates) may be in conflict with those of the Company.

1.2 Scope

This policy is applicable to all the associates.

1.3 Glossary of Terms

Terms	Description
Admin	Administration
Associates	Executives, officers and employees
CEO	Chief Executive Officer
COO	Chief Operating Officer
HR	Human Resource
SGA	SG Analytics Pvt. Ltd.

2. Responsibility

HR Department would be responsible for verifying the enforcement of the policy and its revision whenever required.

3. Policy

3.1 Purchase or Sale of Goods and Services

Associates along with members of their immediate family, shall not benefit personally from any purchase or sale of goods or services or otherwise derive any personal gain from transactions involving SGA, except when the transaction has been fully disclosed to and approved by the appropriate authority appointed by SGA. Immediate family shall include but not be limited to spouse, children, parents, siblings, in-laws and / or any person residing with associate's household. Transactions involving the SGA's equity securities are exempt from this policy unless personal gain is derived from the use of confidential / insider information.

3.2 Direct or Indirect Business Interests

Associates may not have any direct or indirect interest in any enterprise doing business with or competing with SGA or contractors, except when the interest has been fully disclosed to and approved by appropriate authority appointed by SGA. As a rule, an employee's investment in securities traded on a recognized stock exchange does not create a conflict of interest as long as the securities are purchased on the same terms and with the same information available to the general public.

Ownership of interest in publicly traded securities that are not in excess of 1% of the outstanding securities of that enterprise or interests that have been fully disclosed to appropriate authority appointed by SGA do not require approval under this policy. Engaging an associate without authorization, as an employee, consultant, or third party contractor of

a business, research, or consulting enterprise in which the employee holds a significant ownership or financial interest is prohibited.

3.3 Gifts, Payments, Gratuities, and Contributions

Associates shall not offer, receive, or accept, directly or indirectly, entertainment in excess of usual and reasonable limits that are a normal and acceptable part of regular business activity. Associates must not directly or indirectly solicit or receive a fee, commission, service, or other favour from any actual or potential SGA business partner or competitor.

Payments that can be construed as bribes, kickbacks, illegal or unethical in any fashion are strictly prohibited and the receipt of any such offer must be reported immediately to the appropriate authority appointed by SGA. Any contribution or gift accepted by associates as normal part of regular business activity shall be disclosed and submitted to SGA.

3.4 Fraternalizing

Associates are prohibited from pursuing any relationship other than professional with other associates, clients, business partners, or other service providers where the relationship may create the appearance or fact of conflict of interest, favouritism or harassment. Should such a relationship begin, the SGA party or parties involved have an obligation to inform HR department, which will determine what adjustments may be required to eliminate any actual, potential or perceived conflicts of interest.

Associates are prohibited from taking any other actions that, in fact or perception, work against the best interests and reputation of SGA.

Unless otherwise authorised in writing, associates are prohibited from the following:

1. being involved in a decision to appoint or employ a relative;
2. relative working in the same department;
3. relative directly reporting or have responsibility for appraisal;
4. conducting business on behalf of SGA with a relative's company;

3.5 Political Activities

SGA encourages but does not require associates to personally participate in the political process by voting and otherwise being involved in political activity. However, to avoid legal and reputation issues, SGA requires that:

1. Associates engaged in political advocacy must scrupulously avoid creating any impression that they are speaking or acting on behalf of SGA, and may not mention SGA in any political, religious or social issue advocacy they may choose to privately pursue
2. Associates considering running for public office or accepting a public position must inform the leadership of their business unit or HR of their intentions and accept the company's decision about whether and how such position would affect the terms of their SGA employment
3. Associates who choose to participate in political activity must not do so on SGA time and are prohibited from utilizing SGA funds or resources in support of this activity, except as specifically authorized by the appropriate authority appointed by SGA

3.6 Conflict of Interest Statements

SGA has adopted a Conflict of Interest Statement that must be completed by each employee and associates with authority to purchase products / services and all sales people. The statement must be acknowledged as being complete and accurate by an updated signature and revisions by the HR department. Updated statements are required within 30 days of from the day the employee enter into transactions, interests, or relationships that require disclosure under this policy, or when the company enters into transactions, interests, or relationships that create conditions that warrant disclosure under this policy. Individuals who become subject to this requirement as a result of being elected, appointed, hired, or promoted must complete a statement prior to the effective date of election, appointment, hire, or promotion. The associates who become subject to this requirement as a result of a business acquisition by the company are required to complete such statements within 30 days of the effective date of the acquisition.

3.7 Policy Administration and Approval

Responsibility for the administration of this policy is assigned to the COO of SGA, with respect to its executive and employees. Administration of the policy with respect to the COO is assigned to the officers to whom they report. Approval for transactions, interests, or relationships that constitute actual or potential conflicts of interest must be documented in writing, either on the conflict of interest statement or in a separate memorandum, in accordance with and signed by the following:

Party at Issue	Approving Party
Associates	COO
COO	CEO

Approving parties are required to bring significant matters to the attention of the appropriate authority appointed by SGA. SGA has the authority to assume policy administration and approval duties as it determines appropriate and has the authority to request and review conflict of interest statements at any time.

Issues to be considered for approval of transactions, interests, and / or relationships that represent or appear to represent conflicts of interest include, but are not limited to, the following:

1. History of the transaction, interest, or relationship
2. Transactions are at arms' length, on terms no more favourable to the party-in-conflict than they would be for any other party, as evidenced by competitive quotes, bids, or transactions
3. Employee / executive / officer-in-conflict has no involvement in the transactions at issue
4. Transactions with party-in-conflict are individually reviewed and approved by at least two higher-ranking officials

3.8 Breach of Policy

Breach of this policy will not be tolerated and can lead to disciplinary and other actions up to and including termination of employment.

Annexure 1 - SGA, Conflict of Interest Statement

I, the undersigned, have read the Conflict of Interest Policy adopted by SGA and declare the following:

I, on behalf of my immediate family (includes but is not limited to spouse, children, parents, siblings, in-laws, and/ or any person residing in the household) and myself, do not personally benefit, either directly or indirectly, from the purchase by or sale to the Company of goods or services or otherwise derive personal gain from transactions involving the Company, except as follows (if none, indicate none; use additional pages as necessary):

I do not have any direct or indirect interest (ownership of securities, investments, loans, partnership interests, or sole proprietorship) in any enterprise, in excess of one percent of the outstanding securities of that enterprise, doing business with or competing with the Company, except as follows (if none, indicate none; indicate the nature of the interest, number of shares, face value of notes, bonds, or loans, or extent of other ownership interest; use additional pages as necessary):

I undertake to make any further declarations detailing any conflict that may arise during my involvement with SGA. I agree to abstain from any discussion and decision where such a conflict arises.

<i>Name</i>		<i>Title</i>	
<i>Signature</i>		<i>Date</i>	