

## AGS TRANSACT TECHNOLOGIES LIMITED

### CODE OF CONDUCT FOR DIRECTORS/MANAGERIAL PERSONNEL

The members of the Board of Directors of **AGS TRANSACT TECHNOLOGIES LIMITED (AGSTTL) (the Company)** acknowledge and accept the scope and extent of their and the top management's responsibilities & duties as Directors/Key Managerial Personnel (KMP) of the Company with regards to the provisions of the Companies Act, 2013.

It is with this intention that the Director's and Managerial personnel's scope of authority stemming from the Act together with the Memorandum & Articles of Association which are within the ambit of the laws of the land is to be codified by the Company so that the entrusted lot who are responsible for the oversight of the assets and business affairs of the Company carry out their duties in an honest, fair, diligent and ethical manner with all the informed decisions and policies being in the best interests of the Company & its stakeholders.

The Board of Directors has adopted the following Code of Conduct and the Directors and Managerial Personnel are expected to adhere to the standards of diligence, good faith and the avoidance of conflicts of interest that follow in day-to-day activities and comply with all applicable policies and procedures.

Please sign the acknowledgment form at the end of this Code of Conduct and return the form to the Company Secretary indicating that you have received, read, understood and agreed to comply with the Code.

#### Code of Conduct

##### **1. Preamble**

- This **Code of Conduct ("Code")** helps maintain the standards of business conduct of **AGS TRANSACT TECHNOLOGIES LIMITED (AGSTTL)** (the Company) and ensures compliance with legal requirements.
- The Company is committed to conduct its businesses with the highest standards of business ethics together with complying with all the applicable laws, rules, regulations and guidelines across the jurisdictions where it operates.
- The Directors/Managerial Personnel must acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to recognize potential dangers and to compliance thereof.

##### **2. Applicability of the Code**

- This Code applies to all Directors /Managerial Personnel which shall mean to include top management, key managerial persons & in certain cases, their subordinates' together with third parties dealing with the Companies.
- However, the extent of the provisions to Non- Executive Directors including Independent Directors will depend on their respective roles and responsibilities.

- Directors /Managerial Personnel shall communicate any suspected violations of the Code promptly to the Chairman of the Board. Suspected violations will be investigated by or at the direction of the Board and appropriate action will be taken in the event that violation is confirmed.
- The Code does not specifically address every potential form of unacceptable conduct, and it is expected that Directors / Managerial Personnel will exercise good judgment in compliance with the principles set out in this Code.
- Every Director / Managerial Personnel has a duty to avoid any circumstances that would violate the letter or spirit of this Code.

### **3. Conflict of Interests**

- A conflict of interest exists where the interests or benefits of Directors / Managerial Personnel or of people or entities related to them conflicts with the interests or benefits of the Company.
- Directors / Managerial Personnel are precluded from engaging in any activity that interferes with the performance or discharge of responsibilities towards the Company or is otherwise in conflict with the interest or prejudicial to the Company.
- In addition to mandatory disclosures, all Directors/ Managerial Personnel shall disclose their association with any other entity which, in their judgment, may lead to conflict of interest with the Company or influence the performance of their responsibilities.
- Directors / Managerial Personnel are advised to avoid conducting the Company's business with a relative, or with a business in which they are interested whether directly or indirectly.
- If there are any transactions are still proposed to be conducted, they shall be placed before the Audit Committee, Board of Directors & Shareholders of the Company for their prior approval.
- Any dealings with a related party will be conducted with no preferential treatment of any nature.

### **4. Business Relationships**

- Directors / Managerial Personnel shall not make any promises or commitments that the Company does not intend or would not be able to honor.
- Directors / Managerial Personnel shall not be engaged, directly or indirectly, in any act, dealing or conduct likely to bring discredit to the Company.
- Directors / Managerial Personnel shall not give, offer, or authorize the offer, directly or indirectly, of anything of value (tangible or intangible) to any third party to obtain any improper advantage.

## 5. Fair Dealing

- Director / Managerial Personnel shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.
- No discrimination shall be done on the basis of caste, religion, sex, nationality or disability of any kind towards any employees, customers, suppliers, or any business partner.

## 6. Confidentiality

- **“Confidential Information”** includes all information of the Company not authorized by the management for public dissemination. This may include trade information, trade secrets, privileged information regarding customers, employees, corporate/business-decisions/actions etc.
- The Company believes that protection of all Confidential Information is essential and is committed to protecting business and personal information of confidential nature obtained from clients, associates and employees.
- Directors / Managerial Personnel shall ensure that no Confidential Information is disclosed inadvertently or otherwise.
- Confidential Information shall be disclosed to persons, both internal and external, only on a 'need to know' basis and public disclosure shall be made with appropriate approval or as legally mandated.

## 7. Protection and proper use of Company's Assets

- Protecting the Company's assets is a key responsibility of every Director, Officer, Employee and third party agent.
- Care should be taken to ensure that assets are efficiently used and are not misappropriated, loaned to others, or sold or donated, without appropriate authorization.
- Company's equipment and assets are to be used for Company's business purposes only. Directors / Managerial Personnel shall not apply the Company's assets / resources and/or proprietary information for personal benefit and/or for the benefit of any of their related party.

## 8. Intellectual Property Rights

- Directors / Managerial Personnel shall make their best efforts to protect all Intellectual Property rights related to the Company, as it is critical to the Company's overall success.

## 9. Gifts and Donations

- The Company with its employees (including Directors) shall neither receive nor offer or make directly or indirectly any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of the its business.

- However, the Company and its employees (including Directors) may accept and offer nominal gifts, which are customarily given and are of a commemorative nature for special events or festivals.

#### **10. Corporate Opportunities**

- Except as may be approved by the Board of Directors, Directors / Managerial Personnel are precluded from:
  - taking for themselves personally, opportunities that belong to either the Company or are discovered through the use of Company's property, information or position;
  - using the Company's property, information, or position for personal gain; and
  - competing with the Company.

#### **11. Environment, Health & Safety**

- Directors / Managerial Personnel shall ensure compliance with all applicable environmental, safety and health laws and regulations and internal policies so that the operations of the Company shall be conducted in an environment friendly manner and provide a safe and healthy working conditions to its employees.

#### **12. Directors/Committees of Directors/Independent Directors**

- Directors and all its committees shall abide by the Companies Act, 2013 including provisions relating to its composition, interests, related party transactions, meetings, committees, duties etc.
- The code for Independent Directors as entailed in Schedule IV under section 149(8) of the Companies Act, 2013 shall be applicable to the Independent Directors of the Company.

#### **13. Annual Declaration**

- All Directors / Managerial Personnel shall affirm compliance in Annexure I with this Code on annual basis within 30 days from the financial year end.

#### **14. Amendment, Modification and Waivers**

- This Code may be amended, modified, or varied by the Board, subject to appropriate applicable provisions of law, rules, regulations and guidelines.
- As a general policy, the Board will not grant waivers to this Code. However, in extraordinary situations and for reasons to be recorded in writing, the Board may waive or grant exemption from any one or more of the provisions of this Code.

### **ACKNOWLEDGEMENT OF RECEIPT OF CODE OF CONDUCT**

I have received, read and understood the Company's Code of Conduct and understand that there may be additional policies or laws specific to my job or role.

I further agree to comply with the Company's Code of Conduct.

If I have questions concerning the meaning or application of the Company's Code of Conduct, any Company policies, or the legal and regulatory requirements applicable to my role or job. I know I can consult the Company Secretary with the belief that my questions or reports to these sources will be maintained in confidence.

Signature : \_\_\_\_\_  
Name & Designation

Date : \_\_\_\_\_

(Please sign and return this form to the Company Secretary)

### **Annexure - I**

#### **ANNUAL DECLARATION - CODE OF CONDUCT**

I \_\_\_\_\_, (Name & Designation) hereby confirm that for the financial year ended 31<sup>st</sup> March \_\_\_\_\_, I have not violated nor am I aware of any violation of the Code of Conduct by any other person to whom the said code is applicable.

I have come across the following instances of violations of the Code.

Signature : \_\_\_\_\_  
Name & Designation

Date : \_\_\_\_\_

(Please sign and return this form to the Company Secretary)