

VENDOR AND SUPPLIER CODE OF CONDUCT

1. APPLICABILITY

This vendor and supplier code of conduct (“the Code”) is applicable to CMS Info Systems Limited and its subsidiaries (referred hereinafter as “CMS” or “the Company”). This Supplier Code of Conduct applies to any organization that (i) contracts with CMS to supply goods or services to CMS, (ii) contracts with CMS for the purposes of serving CMS clients, or (iii) has entered into a business relationship with CMS to establish eminence in the marketplace, including alliance relationships and reselling relationships (“Supplier”)

2. BACKGROUND:

CMS Info Systems Limited is a market leader in India’s cash management industry. The Company’s governance philosophy is built on fair and transparent business practices. This includes respecting human values, individual dignity and adhering to honest, ethical and professional conduct and following highest standards of environmental, social and governance practices. In furtherance to this philosophy, the Company encourages all its stakeholders including vendors and suppliers to adopt high standards especially across the following areas:

- Responsible business conduct
- Environment, Health and Safety
- Socially Sustainable Practices

3. OBJECTIVE

The Vendor & Supplier code of conduct lays down CMS expectations for human rights, labor, and environmental standards throughout our value chain. CMS reinforces a positive, safe and healthy workplace environment which fosters respect and inclusiveness among workforce members. The company expects its Vendor & Suppliers to have similar standards as well.

4. RESPONSIBLE BUSINESS CONDUCT

I. Ethical Conduct of Business

All our Vendor & Suppliers must conduct their business ethically at all times.

II. Compliance with Laws

All our Vendors & Suppliers should ensure that they conduct their business activities in compliance with all laws, rules, and regulations as applicable in the jurisdictions in which they operate and have necessary policies in place to ensure the aforesaid and adopt prudent corporate governance practices.

III. Conflicts of Interest

Reasonable care and diligence should be taken to prevent any situation in which a conflict-of-interest may occur in its dealings with the Company.

IV. Anti-Bribery and Anti-Corruption

All our Vendor & Suppliers are encouraged to adopt policies / practices for preventing bribery and corruption and implementing controls to mitigate such risks.

V. Anti-Money Laundering, Anti-Terrorism Financing and Sanctions

All our Vendor & Suppliers should comply with appropriate internal procedures and controls for anti-money laundering and anti-terrorism financing policies consistent with its business and customer profile, in compliance with applicable laws and regulations and in furtherance of applicable best practices.

VI. Insider Information

The Vendor & Suppliers, by virtue of their dealings with the Company, come in contact with material non-public information ("Insider Information") concerning the Company, its affiliates, subsidiaries, holding company or clients / customers. The Third Party should not purchase or sell, whether themselves or whether on behalf of another party, securities issued by the Company while in the possession of Inside Information concerning the issuer in accordance with the applicable laws.

VII. Data Protection and Data Privacy

The Vendor & Suppliers should protect the Company's Confidential data/information and should put into place measures for unauthorized use or disclosure of Confidential Information which is not permitted and if such unauthorized use / access occurs, it must be reported to the Company promptly once the Vendor & Suppliers becomes aware of it.

VIII. Business Continuity

The Vendor & Suppliers are encouraged to have business continuity and disaster recovery plans developed, maintained and tested in accordance with applicable laws, regulatory or government directions, guidelines, notifications and contractual requirements without limitation for natural calamities such as earthquakes or fire or contagion outbreaks, etc

5. ENVIOURMMENT HEALTH & SAFETY

I. Sustainability & Environment

All our Vendors & Suppliers must comply with norms related to pollution and abide by the guidelines of Central & (or) State Pollution Control Boards or local authorities wherever applicable and are encouraged to follow sustainable practices. They should seek to conduct its businesses in an environmentally

responsible way, using environmentally responsible products and services and implementing energy efficiency measures to the extent available and feasible, with the goal of assisting in the reduction of any negative impact on the environment.

II. Health & Safety

All our Vendor & Suppliers must take appropriate measures to prevent workplace injuries and ill health and must provide employees with safe and healthy occupational and Non occupational working environment.

6. SOCIALLY SUSTAINABLE PRACTICES

I. Human Rights

The Company is committed to respecting human rights and Third Parties should conduct its business and adopt policies/practices that are consistent with the Company's Human Rights Policy. The Third Party should adopt culture and practice of intolerance towards harassment, discrimination, violence and other illegal or inappropriate activities and take prompt action on violation of the aforesaid. The Third Parties are also encouraged to extend this to their respective value chains

II. FORCED OR COMPULSORY LABOUR

All our Vendor & Supplier partners must ensure that their employees are hired on their own free will and must prohibit forced, bonded, or any other form of compulsory labour such as slavery or trafficking, transporting, recruiting, transferring or receiving persons by means of threat, force, coercion, abduction in all of their operations.

III. CHILD LABOUR

All our Vendor & Supplier partners should implement the applicable laws against child labour, including those relating to minimum age limits. All our stakeholders must conform to a 'no child-labour' policy.

IV. WORKING HOURS

All our Vendor & Supplier partners must ensure that their employees do not work more than the maximum working hours prescribed by the applicable laws or regulations.

V. WAGES AND BENEFITS

Remuneration paid by all our Vendor & Suppliers to their employees must comply with applicable laws or regulations including, but not limited to minimum wages,

deduction from wages, overtime hours and associated benefits as applicable.

VI. EQUAL EMPLOYMENT OPPORTUNITY AND NON-DISCRIMINATION/ NO HARRASSMENT

All our Vendor & Suppliers must treat their employees with respect and dignity, ensure equal opportunity to their employees and ensure that there is no discrimination and harassment on any basis.

7. REVIEW / REVISION OF CODE:

If at any point a conflict of interpretation / information between the Code and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/ directions issued by relevant authorities (“Regulatory Provisions”) arises, then interpretation of the Regulatory Provisions shall prevail.

In case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, the Code shall stand amended accordingly from the effective date specified as per the Regulatory Provisions.

8. Monitoring

CMS may conduct annual compliance surveys to confirm compliance with this Supplier Code of Conduct. However, CMS expects that suppliers will actively audit and monitor their day-to-day management processes with respect to the CMS Code of Conduct and provide evidence to CMS upon request.

For CMS Info Systems Limited




**CS Praveen Soni
Company Secretary & Compliance Officer**

Version	Review Date	Policy Owner	Authorized by	Reviewed/ Proposed by	Approved by
1.0	Board of Directors of the Company at its meeting held on March 30, 2023 approved the policy				