



Cellcomm

CONFLICT OF INTEREST POLICY

*Annexure-E
of CSL Business Philosophy and Principles*

DOCUMENT APPROVAL NOTE:

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1 PURPOSE

The purpose of this Policy is to establish the Company's approach for identification and management of Conflicts of Interest which may occur during the course of its business operations.

2 DEFINITIONS

- 2.1 **Company:** Cellcomm Solutions Ltd with its registered office at 8th Main Road, 3rd Stage, 4th Block, Mahalakshmi Layout, Bengaluru – 560 086 and corporate office at #38, KIADB Hardware Park, Mahadevakodigehalli, Bangalore – 562 149, India and all its subsidiaries.
- 2.2 **Conflict of Interest (COI):** A situation in which a person or organization has multiple interests and serving one interest may work against another.
- 2.3 **Disciplinary Action:** Any action or actions taken by the Company against an Employee for any breach of condition(s) which may include warning, suspension, termination with or without notice period and/or any other action depending upon the nature and seriousness of each case including legal action at the discretion of the Company.
- 2.4 **Disclosure:** To make known or reveal or share all relevant facts (of COI).
- 2.5 **Employee:** A person on regular employment with the Company with effect from the date of joining until the date of relieving or date of termination, as the case maybe.
- 2.6 **Head of the Department (HOD):** An individual appointed to monitor, lead, train, and manage staff members belonging to a specific department.
- 2.7 **HR Department:** The department or function designated within the Company responsible for the implementation of its HR policies and management of its human resources.
- 2.8 **Whistleblowing Committee (WC):** Team of Employees authorized by the Company to address any illegal / unfair / unethical behavior and implement remedial actions.



3 POLICY STATEMENT

- 3.1 The Company shall take all necessary measures to identify, eliminate or manage Conflicts of Interest. The Company shall act fairly and professionally to protect its business activities and its client's interests.
- 3.2 The Company's business shall be conducted in a manner that ensures fair judgment and decision making which is not influenced by undue personal interests.

4 APPLICATION OF THE POLICY

This Policy applies to all persons representing the Company in any role, including the Employees, directors, contractual workers, trainees, consultants, external service providers, business partners or any other person associated with the Company.

5 IDENTIFYING AND MANAGING CONFLICT OF INTEREST:

- 5.1 It is quite possible that an intentional / unintentional Conflict of Interest may occur from the actions of the Employees during business operations. The Company shall look out for the following red flags to identify the nature of the COI and address it before further damage.
- (a)** Employees using their position within the Company to their personal benefits.
 - (b)** Employees engaging in activities that may benefit the competitor.
 - (c)** Employees owning competitor's shares.
 - (d)** Employees using connections obtained through the Company for personal use.
 - (e)** Employees using Company's equipment for personal / external use.
- 5.2 In case of unintentional and unharmed COI, it is important that the Disclosure made by the Employee himself or reported by a third person is dealt sensitively to protect the interest of the Employee and the Company.
- (a)** Keep the information confidential and handle it without bias.
 - (b)** Conduct a fair evaluation in determining the risk to the business and reputation of the Company.



- (c) Seek guidance if needed from supporting functions, including Whistle Blowing Committee / HR.
- (d) Address the Conflict of Interest with a focus to minimize risks to the Company while protecting the personal interests of the Employee as far as possible.
- (e) Communicate the decision to all stakeholders and follow up to ensure compliance.

5.3 If the COI is deemed intentional and / or adversely affecting the Company's business, necessary Disciplinary Action shall be taken against the Employee.

6 COI MATRIX

S.No	Category	Activity
1	Personal workplace relationships	An Employee should not be involved in the hiring process of family members or other closely related persons.
		An Employee must not be in an immediate reporting / supervisory role of family members or other closely related persons.
2	Outside engagements	Employees should not be engaged in any paid or unpaid assignments with the Company's business partners / competitors or any other organization which may impact the Company's performance.
		An Employee may take up such assignments which are not harming the Company's business purpose and not influencing the Employee's business judgments for the Company with prior Disclosure of the nature of the assignments.
3	Personal financial interests	Employees must disclose their financial interests in any organization which competes or does business with the Company.
4	Gifts and Hospitality	Employees shall not accept cash or "in kind" any favors from the Company's business partners, competitors, external service providers or other interested parties. Employees may receive / give gifts of model value. Please refer to Anti-Bribery and Corruption Policy – Annexure A.



5	Commission / Fee	An Employee, his family or other closely related members must not directly or indirectly receive any commission or fee from any entity or person who does business with the Company.
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7 RECORD-KEEPING

- 7.1 It is advised to keep a record of all COI investigations along with the decisions taken and effectiveness of implementation.
- 7.2 All Disciplinary Actions should be documented by the HR.

8 COMMUNICATION OF THE POLICY

- 8.1 The Policy shall be published on the Company's website to ensure access to all Employees, directors, consultants, service providers and other interested parties.
- 8.2 New Employees shall be educated about this Policy during the induction training program.
- 8.3 All stakeholders shall be given adequate training on how to implement and adhere to this Policy.

9 LINE OF RESPONSIBILITY

- 9.1 Primary responsibility: Board of directors.
- 9.2 Secondary responsibility: The HR is responsible for day-to-day implementation of this Policy. The **Whistleblowing Committee (WC)** and the HR shall ensure its adequacy and effectiveness. HODs shall ensure that their teams understand and adhere to this Policy.

10 MONITORING AND REVIEW

- 10.1 This Policy shall be reviewed at least once in a year by the Whistleblowing Committee to ensure its compliance to the latest legal regulatory framework.



- 10.2 The Policy shall be reviewed to assess its adequacy and effectiveness.
- 10.3 An internal audit, if required, may be done to provide assurance of implementation.
- 10.4 Comments, suggestions and queries on this Policy shall be reviewed from time-to-time and necessary updates shall be done in accordance with them.

11 QUERIES AND CONCERNS

Ambiguity in the Policy terms or any further queries on this Policy shall be addressed to the HR Department / WC.

12 FAQs

- (a)** My cousin runs a printing machine leasing firm that provides its services for one of our branch offices. Is that prohibited under conflict of interest?

Answer – This is acceptable if you have declared your relationship with the vendor to the Company and not using your professional credentials to influence the terms of the contract.

- (b)** I have been offered the post of secretary in my apartment association. The meetings are scheduled on weekends and holidays without affecting the office / business hours of the members. Can I take up this job?

Answer – Yes. An Employee is allowed to take up such assignments which are not harming the Company's business purpose and not influencing the Employee's business judgments for the Company. Prior Disclosure of the nature of the assignments is usually encouraged,