



Code of Conduct

a guide to your business behavior



Protecon BTG (P) Limited
CIN- U72900DL2013PTC258379

Corporate Office
First Floor, Images Tower,
B-27, Sector-132, Noida,
Uttar Pradesh, India
Pin Code – 201 304

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CODE OF CONDUCT

1. Introduction

Protecon BTG Private Limited (hereinafter referred to as **Protecon**) is a professionally managed organization and is committed to total customer satisfaction and create and add value for our stakeholders.

The Company's philosophy on corporate governance is built on our legacy of fair and transparent governance and disclosure practices. This includes respect for human values, individual dignity and adherence to honest, ethical and professional conduct.

This **Code of Conduct (COC)** is an integral part of the formal governance regime in Protecon. This Code defines the core principles and ethical standards that forms the basis of how we create value in our Company. Such principles and standards are further incorporated in other governing documents as appropriate.

The Code influences how we think about our actions and what we should and should not do. Every Employee shall have an understanding of how this Code influences their daily work and the ways to act accordingly. It is the personal responsibility of each Employee to adhere to the applicable standards.

We shall comply with applicable laws and regulations. In the event that there are differences between such laws and regulations and the standards set out in our Code of Conduct, the highest standard consistent with applicable local laws shall prevail.

Although the scope of this Code has been set to cover relevant ethical areas of conduct, there will be situations where this Code does not provide explicit guidance. In such situations, the guiding principles shall be to act in the best interests of stakeholders, and to consult with your immediate superior when you are in doubt on how to act.

Any questions on how this Code shall be interpreted or applied shall be addressed with your immediate superior or applicable staff functions. Any unresolved questions shall be addressed to Protecon Management

2. Ownership and Applicability

Code of Conduct is owned and approved by the Company's Board of Directors and is a key element in our way of doing business. Any subsequent amendments to the same shall be made with the approval of the Core Committee comprising of Whole-Time Directors and Chief Mentor.

3. Our Community

3.1 Human Rights

Human beings are entitled to be treated with respect, care and dignity. Each Employee shall respect the personal dignity, privacy and rights of everyone, she/he interacts with during work and shall not in any way cause or contribute to the violation or circumvention of human rights. If an Employee becomes aware of any incident which is in breach with Protecon standards, she/he shall notify her/his immediate superior and the Protecon Management.

3.2 Working Conditions

Protecon is committed to creating working conditions, which foster fair employment practices and where ethical conduct is recognized and valued.

Any direct or indirect negative discrimination shall not take place based on national or social origin, race, color, gender, sexual orientation, age, disability, language, religion, employee representation, political or other opinions, property, birth or other status.

Protecon shall not employ or contract child labor or any form of forced or compulsory labor.

Protecon has a policy on Prevention of Sexual Harassment at Workplace (POSH) has constituted a Committee to deal with the sexual harassment complaints. Any Employee may make, in writing, a complaint of sexual harassment at workplace to the Internal Complaints Committee (ICC).

3.3 Health, Safety and Employee security

Protecon is committed to protect the health and safety of its Employees and ensure a healthy and sustainable work-life balance for all the Employees.

Protecon is committed to provide secure and protected work environment through identification, monitoring and control of occupational risks associated with work environment.

It is the responsibility of all the Employees to adhere to the prescribed safety rules and to act by example as well as to raise and react to any concerns which may represent a potential threat to health and safety.

3.4 Substance Abuse

Whenever employees are working, are operating any Protecon owned vehicle, are present on Protecon premises or are conducting company-related work offsite, they are prohibited from:

- a. Using, possessing, buying, selling, manufacturing or dispensing an illegal drug (to include possession of drug paraphernalia).
- b. Being under the influence of alcohol or an illegal drug as defined in this policy.
- c. Possessing or consuming alcohol.



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The presence of any detectable amount of any illegal drug, illegal controlled substance or alcohol in an employee's body system, while performing company business or while in a company facility, is prohibited.

Protecon will also not allow employees to perform their duties while taking prescribed drugs that are adversely affecting their ability to perform their job duties safely and effectively. Employees taking a prescribed medication must carry it in a container labeled by a licensed pharmacist or be prepared to produce the container if asked.

Any illegal drugs or drug paraphernalia will be turned over to an appropriate law enforcement agency and may result in criminal prosecution.

4. Our Relationships

4.1 Environment

Protecon is committed to minimizing the impact of its business and operations on the environment.

Each Employee shall contribute to minimizing the use of non-renewable resources, including energy, water and raw materials.

Each Employee shall contribute to minimizing harmful emissions to environment, including waste, CO² emissions and other air emissions and discharges to water.

4.2 Customers, Suppliers and Business Associates

Customers, Suppliers and Business Associates are essential to Protecon's ability to operate and do business ethically and successfully.

Protecon employees shall meet customers, suppliers and business associates with insight, respect and understanding and treat them fairly and equally.

In case an Employee notices or becomes aware of any activity by suppliers and business associates that may be in breach of laws, regulations or this Code of Conduct, she/he should immediately report to her/his immediate superior and the Management.

4.3 Competition

Fair and level playing field competition is important to society and contributes to increased welfare as well as creating business opportunities for Protecon. Protecon supports fair and open competition in all markets, both nationally and internationally.

Protecon employees shall not cause or be part of any breach of general or special competition regulations such as illegal cooperation on pricing, illegal market sharing or any other behavior that is in breach of relevant competition laws.

4.4 Anti-Corruption and Anti-bribery

Corruption is a threat to business and society in all countries. In addition to unfair competition, it can also result in individuals being subject to blackmail and imprisonment.

Protecon has a zero-tolerance policy on corruption and is firmly opposed to all forms of corruption.

An Employee shall never offer, give, ask for, accept or receive any form of bribe. A bribe occurs when someone attempts to influence a decision by offering some form of undue or improper advantage, favor or incentive.

An Employee shall not use agreements with middlemen to channel payments to anyone to facilitate corruption.

4.5 Gifts and business courtesies

The distinction between corruption and gifts and business courtesies can be difficult to draw and due care must therefore be exercised.

Protecon and its employees do not offer or accept expensive or extravagant gifts or business courtesies. Nor do they offer or accept any cash or cash equivalents as gifts.

An Employee shall not accept gifts or other remuneration if there is reason to believe that its purpose is to improperly influence business decisions. If in doubt, always consult the immediate superior or the Management.

4.6 Anti-Money Laundering

Criminal activity is harmful to society. Money laundering in this context means to convert proceeds from criminal activities into assets, which appear to be derived from legitimate sources.

Protecon is firmly opposed to all forms of money laundering.

Protecon employees shall take reasonable steps to prevent, detect and report to the immediate superior and the Management for any illegal form of payments, and prevent Protecon's financial transactions from being used by others to launder money.

4.7 Information, Communication and Media

Stakeholders have legitimate rights to information about Protecon and its performance. These rights can only be fulfilled if Protecon provides correct, reliable, timely and relevant information as a basis for their assessment.

Public information about Protecon shall only be communicated by the person authorized by Protecon Management. Employees who participate in public debates or write in public media are

obliged to make sure that they clearly distinguish between their role as a private citizen and of that as an employee of Protecon.

4.8 No Political activity

Protecon and its employees will not take political positions or be associated with specific political movements financially or otherwise. However, Protecon and its employees may participate in public debates, which are of importance to its strategies and business performance.

5. Our Assets

5.1 Internal Control and Authority

Internal controls, including authority to represent Protecon shall ensure that business processes are effective and carry an acceptable level of risk, that physical and intangible assets are safeguarded and utilized, that financial information is correct, complete and timely, and that laws, regulations and guidelines are followed.

Each Employee shall follow established procedures and guidelines. If applicable procedures and guidelines do not exist, she/he shall act in the best interest of Protecon. If she in doubt how to act, she/he shall consult her/his immediate superior or the Management.

5.2 No Conflict of Interest

Conflict of interest is when an employee has a personal or outside interest that conflicts with the business interest of Protecon. A personal interest could be a financial interest in another company or in a transaction, a personal relationship, including but not limited to immediate family, or any interest or relationship that could improperly affect her/his judgment and decision making.

Even if an employee believes that her/his judgment will not in any way be affected by an outside interest, if others might reasonably think the interest is substantial, the appearance of a conflict may exist.

An Employee shall never take an active role or try to influence a decision if she/he has an actual or possible conflict of interest, or other circumstances exist which could give grounds to question her/his judgement unless prior written approval has been granted by her/ his Department Head and the Management. Such approval can only be given if it is deemed to be in the business interest of Protecon.

Declaration of Conflict of Interest (COI)

Every Employee shall sign off Declaration of Conflict of Interest at the time of joining Protecon and shall be responsible to disclose in writing immediately situation to her/ his Department Head and the Management, if any Conflict-of-Interest situation is expected to arise or arises. Approval of COI situation may be provided by the Management and Department Head (in consultation with her/his Immediate Supervisor), if she/he is satisfied that the Conflict will not adversely affect the interest of the company.

To illustrate, the following situations are potential COI situations:

- 1) Hiring own relative's firm /company to provide services to the Company, without proper intimation /approval or selecting a vendor where her/his relative is the key decision-making person. Here the term relative means anyone who is related as
 - a) Father (including stepfather)
 - b) Mother (including stepmother)
 - c) Son (including stepson)
 - d) Son's wife
 - e) Daughter (including stepdaughter)
 - f) Daughter's husband
 - g) Brother (including stepbrother)
 - h) Sister (including stepsister)
- 2) Owning or holding partnership/directorship in any firm or company while in employment with Protecon.
- 3) Moonlighting while in regular employment with Protecon.
- 4) **Pro bono** volunteering related to business processes of Protecon without prior approval of the Management

5.3 Private interests and activities

Engagements in external positions and appointments may impact the working relationship with Protecon or be against Protecon's business interests.

Prior to accepting any external duties or positions, an Employee shall consider the impact on her/his ability and work capacity. If she/he believes the impact will be negative for Protecon, she/he shall abstain from accepting such appointments.

External duties and positions which may affect the employee's work ability and capacity need advance approval from her/his immediate superior in writing. The Management shall be kept informed of any such engagement.

5.4 Confidentiality

Information may have value for Protecon or may need to be kept confidential because it involves employees or third parties. Unauthorized access to such information may impair the value and have a negative impact on Protecon's reputation.

It is the duty of each Employee to ensure that information she/he creates or receives in relation with official work is correctly classified and kept confidential from unauthorized persons. Caution shall be exercised when discussing internal affairs to avoid being overheard by unauthorized persons.

If confidential information needs to be shared with external parties, it is the duty of each Employee to ensure that a written confidentiality agreement is in place.

5.5 Personal data and privacy

Any of the Protecon employees who collects or comes into possession of any personal data of any stakeholder related to Protecon (Customers, Suppliers, Business Associates, employees, prospective employees and other parties) as a result of relevant business processes, shall only use it for the legitimate business purposes and shall keep it no longer than necessary for the purposes for which the data was collected.

5.6 Intellectual property

Intellectual property such as trademarks, copyrighted works, inventions, trade secrets and know-how, are often valuable and may be important to Protecon's success in the market.

An Employee shall protect and process intellectual property in the best interest of Protecon. In particular, she/he shall not make unprotected intellectual property available to external parties without prior authorization from her/his immediate superior and a signed confidentiality agreement from such parties.

An Employee shall not infringe the intellectual property of others. In particular, she/he shall comply with all confidentiality obligations regarding trade secrets disclosed by third parties.

5.7 Properties and Assets

Protecon's assets are of importance to its success in business and operations. Protecon's property and assets, e.g., buildings and equipment, shall be managed and safeguarded in a manner which protects their value.

Protecon's property and assets shall be used only for business purposes unless agreed in employment terms or in compliance with Protecon's procedures and guidelines. An Employee shall use Protecon's properties and assets with due care and in such a manner that their value is safeguarded.

5.8 Accounting and financial reporting

Reliable, transparent, consistent and timely reporting of financial performance enhances investors' and other stakeholders' confidence in Protecon and provides equal opportunity to act on such information.

An Employee shall follow the accounting procedures concerning the registration of the accounts and proper documentation to ensure that business transactions are recorded and documented in accordance with applicable accounting procedures.

If an Employee participates, in Protecon's reporting processes, she/he shall understand applicable valuation and presentation requirements and comply with Protecon's disclosure controls and/or requirements as per applicable standards such as IFRSs (International Financial Reporting Standards), IGAAP (Indian Generally Accepted Accounting Principles) \Indian Accounting Standards and other relevant standards.

6. Mechanism for Implementation, Monitoring and Handling infringements

6.1 Implementation and monitoring

Core Committee shall ensure effective implementation, monitoring and modification of the Code of Conduct as and when required through the Compliance function. Employees may contact the Management for advice and assistance on any matters relating to the Code.

All employees shall comply with the annual affirmation of code of conduct. Each Employee shall confirm that she/he has read and understood Protecon's Code of Conduct and she/he undertake to always abide by this Code in letter and spirit.

6.2 Reporting infringements

An important part of the Code of Conduct is to manage alleged breaches of this Code and Governing Documents. Such alleged breaches are defined as **Compliance Incidents**.

All Compliance Incidents shall be handled by the Protecon Management in accordance with the requirements. As and when an Employee anticipates a violation of the CoC, an infringement of laws/ regulations or the governing documents, she/he must report on her/his own (anonymously or by name), to the Management through email addressed to aksaxena@probtg.com or WhatsApp / SMS / Call to the mobile+91-7838381483. In case the issue is raised only to the immediate superior, the immediate superior after understanding the issue, will forward it to the Management for investigation. Incidents may be reported and handled confidentially, if desired.

Disclaimer: Protecon does not allow reprisals of any kind against those who, in good faith, report an infringement or suspicion of an infringement of the rules or guidelines. Such confidential report may be sent to Protecon by post:

To,
Managing Director
Protecon BTG Private Limited,
First Floor, Images Tower,
B-27, Sector 132, NOIDA- 201304 INDIA

6.3 Handling infringement

The Management shall convene and present the issues related to the violation of the Code of Conduct and investigate the matter as per the Management directions, If the violation is proved, the Management shall recommend for appropriate disciplinary action.

6.4 Disciplinary Action

Those who infringe laws, regulations or the governing documents must be prepared to face the consequences that reflect the infringement's type and scope. Serious breaches may lead to appropriate action depending on gravity, which may extend to termination of the employment and/or legal action.



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Misconduct that may result in disciplinary action includes (but is not limited to):

- ✓ Violate or request others to violate, laws and regulations, this Code or governing documents.
- ✓ Failure to promptly raise a known or suspected violation.
- ✓ Failure to cooperate in Protecon investigations of possible violation.
- ✓ Retaliation against any employee for reporting integrity concerns in good faith.

Depending on the gravity of the non-compliance, and the need to convey the commitment of the organization to the Code of Conduct, the Management may take action ranging from censure to termination of employment. The Management's decision shall be communicated within a fortnight. Employees should abide by the directive as given by the Management, Failure to do so by the Employee would be treated as non-compliance of the Code.