

Policy Title	Code of Conduct and Ethics for Directors, Senior Management and Other Employees (“ Code of Conduct ”)
Entity	Vikas Telecom Private Limited (“VTPL”)
Responsibility for Compliance	Compliance Officer

Applicability	<p>This Code of Conduct is applicable to VTPL.</p> <p>This Code of Conduct is also applicable to the following individuals:</p> <ul style="list-style-type: none"> (a) All Directors of VTPL. (b) All Senior Management and Key Managerial Personnel of VTPL. (c) All executives of the Company, reporting directly to the respective Managing Directors (if any). (d) All employees seconded to the Company (together “Management and Key Employees”). <p>“Director” shall refer to directors on the Board of directors of VTPL.</p> <p>“Senior Management” comprises of a group of senior executives at the top level of the organization including Key Managerial Personnel. They are core members of the business who hold executive leadership positions or functional head roles, are responsible for strategic planning, development, key decision making and realizing the vision of the organization.</p> <p>“Key Managerial Personnel” shall refer to persons designated as such as per the provision of Section 2(51) of the Companies Act, 2013 as well as the persons designated as ‘key persons’ of the Company.</p>
Reporting and Amendments	<p>Any violation of the Code of Conduct shall be reported to the Chairman of the board of directors of the Company (“Board”) and to the Compliance Officer of VTPL. This Code of Conduct shall be posted on the website of VTPL.</p> <p>Every Management and Key Employee is required to confirm their compliance of the Code of Conduct in writing at the time of appointment and annually thereafter. Any waiver of any provision of this Code of Conduct should be in writing by the Board.</p>
Commitment and Obligations	<p>The Management and Key Employees are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and</p>

	internal policies and procedures.
Transparency	The Management and Key Employees shall ensure that their actions in the conduct of business of VTPL are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes.
Confidentiality	The Management and Key Employees shall ensure and take all reasonable measures to protect the confidentiality of non-public information about VTPL, its business, customers/clients and other materially significant information obtained or created in connection with any activities of VTPL and to prevent unauthorized disclosure of such information unless required by applicable laws or regulations or legal or regulatory process.
Compliance with Applicable Law	It is the general obligation of the Management and Key Employees to conduct the business and operations of VTPL in accordance with the laws, rules, regulations, agreements, guidelines, standards including accounting standards governing its operations in the geographies in which VTPL operates. They shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently. They shall also comply with the internal policies and procedures of VTPL to the extent applicable to them.
Annual Compliance Reporting	The Management and Key Employees shall affirm compliance of this Code annually on the closure of every financial year. The annual compliance report shall be forwarded to the Company Secretary and Compliance Officer. If any member of the Management and Key Employees leaves his/her employment/ appointment any time during a financial year, he/she shall send a communication to the Compliance Officer of VTPL affirming compliance of this Code till the date of his association with the relevant entity.
Corporate Disclosure Policy	It is the Company's policy to ensure continuous, timely and adequate disclosure of the VTPL's information. The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communications. VTPL shall make adequate, accurate, explicit and timely disclosure of relevant material information to all Stakeholders, designated stock exchanges and the Securities and Exchange Board of India in accordance with applicable Regulations and as may be specified by the designated stock exchanges from time to time.
Financial Recording and Book keeping	It is critical to ensure that all transactions are properly identified, analyzed and recorded. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.
Competition and Fair Dealing	The Management and Key Employees are obligated to deal fairly and honestly with each other, VTPL's related parties and with its customers, suppliers, competitors and other third parties. The Management and Key Employees shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice.

	<p>VTPL shall not use any unethical means to sell, market or induce any person to buy units of the company and where a third party appointed by VTPL fails to comply with this condition, VTPL shall be held liable for the same.</p> <p>The Management and Key Employees shall avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.</p>
Accountability	<p>The Management and Key Employees shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company, and the Stakeholders. They are expected to use their best endeavors and organize the resources for advancing VTPL's objectives. They shall act ethically, honestly, diligently and in good faith to protect VTPL's properties, brand equity and image. They shall act in good faith, responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the VTPL and fulfill their fiduciary obligations.</p>
Honest and Ethical Conduct	<p>The Management and Key Employees are required to act in accordance with the highest standards of personal and professional integrity, honesty, good faith, with diligence and responsiveness, excellence in quality, with academic responsibility and freedom and ethical and legal conduct, when acting on behalf of VTPL or in connection with VTPL's business or operations and at social events.</p> <p>The Management and Key Employees shall:</p> <ul style="list-style-type: none"> (a) Act honestly, fairly, ethically, with integrity and loyalty and conduct themselves in a professional and courteous and respectful manner; (b) Act in the best interests of VTPL and in a manner to enhance and maintain the reputation of VTPL, and fulfill their fiduciary duties to the stakeholders of the Company without allowing their independence of judgment to be compromised; (c) Act in good faith, with responsibility, due care, competence, diligence and independence; (d) Treat their colleagues and other associates of VTPL with dignity and shall not harass any of them in any manner. (e) Shall not make any exaggerated statement, whether oral or written, about their qualifications/ capabilities/ experience/ achievements.

	<p>VTPL and Parties to VTPL shall:</p> <ul style="list-style-type: none"> (a) Maintain high standards of integrity and fairness in all their dealings and in the conduct of their business. (b) Render at all times high standards of integrity and fairness in all their dealings and in the conduct of their business. (c) Not make any exaggerated statement, whether oral or written, about their qualifications/ capabilities/ experience/ achievements.
<p>Conflict of Interest</p>	<p>The Management and Key Employees are expected to avoid and disclose to the Compliance Officer and/ or the Chairman of the Board, at the earliest opportunity, any activity or association that creates or appears to create a conflict between the personal interests and VTPL’s business interests. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the VTPL. Unless, specifically permitted by the Board, no interested person shall participate in the discussion or vote in the Board’s proceedings or participate in any other manner in the conduct or supervision of such dealings. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect the independent and sound judgment on behalf of the VTPL.</p> <p>VTPL and Parties to VTPL shall try to avoid conflicts of interest, as far as possible, in managing the affairs of VTPL and keep the interest of all Stakeholders paramount in all matters. In case such events cannot be avoided, it shall be ensured that appropriate disclosures are made to the Stakeholders and they are treated fairly.</p>
<p>Outside Employment</p>	<p>Management and Key Employees shall not work for or receive payments for services from any competitor, customer, distributor or supplier of VTPL without approval of the Board. Any outside activity must be strictly separated from VTPL’s employment and should not harm job performance at the Company. . Executive Directors, Senior Management and VTPL Employees shall devote themselves exclusively to the business of the Company as applicable and shall not accept any other work or assignment (part-time or otherwise).</p>
<p>Gifts</p>	<p>Management and Key Employees shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money, or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity.</p>
<p>Use of Company’s Assets</p>	<p>Management and Key Employees shall use the Company’s assets for legitimate business purposes only and not for personal purposes and also endeavor to protect such assets including physical assets, information and intellectual proprietary rights by maintaining highest standards of security.</p>
<p>Whistle Blower</p>	<p>The Management and Key Employees shall not engage in misinformation, disinformation or personal defamation or victimization of any employee or stakeholder. The Company may establish a mechanism for employees to report to the management, their concerns about unethical behavior’s, actual or</p>

	suspected fraud or violation of the Code of Conduct.
Liability to Unitholders	VTPL shall be liable to the Stakeholders for their acts of commission or omissions, notwithstanding anything contained in any contract or agreement