



**Code Of Ethics & Business Conduct**

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## 1. **OBJECTIVE**

This Code of Ethics and Business Conduct attempts to set forth the guiding principles and values on which the IMGCC's employees shall operate and conduct business with the various stakeholders of IMGCC viz. Lender partners, Borrowers, Government, regulatory agencies, media and anyone else with whom IMGCC is connected. The Code sets the standards to be adopted by all employees in concurrence with the values of the Company.

IMGCC is committed towards conducting the business and dealing with all its stakeholders, with highest ethical standards and in compliance with all the applicable laws and regulations. The rules and principles set forth in this Code are general in nature and compliance with the Code shall be ensured to read with other applicable policies and procedures such as Insider Trading guidelines, KYC and Anti-Money laundering guidelines, Anti-Bribery and Corruption Policy, Gift, Entertainment and Hospitality policy, Prevention of Sexual Harassment Policy and Dress Code guidelines. This Code is not a contract, and no contract is implied. If any part of this Code conflicts with the applicable law, the law will prevail. If any part of this Code is deemed invalid, the validity and enforceability of its other parts & provisions shall not be affected.

## 2. **APPLICABILITY**

- A. IMGCC policies apply to all directors, officers, and employees of the Company.
- B. Third Parties representing IMGCC – such as consultants, agents, sales representatives, distributors and independent contractors.

It is responsibility of all persons covered under this Code to fully read this policy as well as all other policies and guidelines listed above in order to remain aware at all times of the procedures, regulations and other requirements that are relevant or pertinent to each one's business or function.

The Company shall take necessary action, up to and including terminating a contract with anyone representing IMGCC, after learning that the person has failed to honor his or her agreement to abide by IMGCC policies.

## 3. **INTEGRITY CONCERNS**

### **WHEN YOU HAVE AN INTEGRITY CONCERN**

One of the most important responsibilities each of us has as an IMGCC employee is the obligation to raise a concern about a possible violation of IMGCC policy or the law. Sometimes it may seem difficult to raise such a concern. Some of us may even feel it is a breach of personal ethical standards to do so. If you experience that sense of conflict, it is important to remember the tremendous harm that not raising a concern can cause, including:

- Serious damage to the health, safety and well-being of yourself, your fellow employees,

the Company as a whole, our customers and the communities in which we operate.

- The loss of confidence in IMGCC – by customers, shareholders, and regulators.
- Huge fines, damage awards and other financial penalties against the company; fines and/or prison sentences for individual employees.

Those are the reasons the Company requires that employees not sit silently when they have a policy concern. The point of raising a concern is not to get a friend in trouble, but to protect a colleague or neighbor from potential harm.

### **How to raise an integrity concern**

The Company offers you many ways to get answers to your questions about integrity issues and to raise any concern about what might be a violation of IMGCC policy:

- Your supervisor or manager
- Compliance Officer
- Chief Human Resources Officer

## **4. MONEY LAUNDERING PREVENTION**

### **POLICY OVERVIEW**

Money Laundering occurs when someone directly gets involved in any process or activity connected with the proceeds of crime including its concealment, possession, acquisition or use and projecting or claiming it as untainted property. Terrorism financing occurs when money or other resources are made available to commit criminal acts of terrorism or to support terrorist organizations.

People who are involved in criminal activity (for example, narcotics trafficking, bribery, tax avoidance, and fraud) may try to “launder” the proceeds of their crimes to hide them or make the proceeds appear legitimate. IMGCC is committed to complying fully with all applicable anti-money laundering and combating the financing of terrorism laws. IMGCC will conduct business only with reputable customers who are involved in legitimate business activities and whose funds are derived from legitimate sources. IMGCC has implemented a “Know Your Customer” policy to take reasonable steps to ensure that the Company does not accept forms of payment that have been identified as means of laundering money. IMGCC’s integrity and reputation can be severely damaged by failing to detect those customer relationships and transactions that place us at risk. You are expected to adhere to KYC Guidelines, Anti-Money Laundering Standards and Combating Financing of Terrorism Policy (“KYC Policy”) for prevention of Money Laundering and Terrorism activities and any involvement of the Company in the same. The KYC Policy contains all the details including reporting /escalation of issues pertaining to Money Laundering.

## **5. PRIVACY**

### **POLICY OVERVIEW**

In our increasingly information-based society, individual consumer, medical, financial, and other sensitive personal information must be adequately protected. IMGCC is committed to protecting

personal information that we collect from or maintain about individual consumers. Each employee must take care to protect individually identifiable consumer information and other sensitive personal information from inappropriate or unauthorized use or disclosure, and IMG C will implement fair and responsible privacy and information protection procedures and take reasonable steps to ensure compliance with such procedures.

IMG C's Privacy Policy sets out the expectations on each of the concerned persons to process personal information belonging to IMG C's employees, clients, agents, consultants, suppliers and contractors in a manner so as to ensure compliance with all applicable privacy laws and regulations. You are expected to adhere to the Privacy Policy and be guided by the same.

## **6. COMPLYING WITH THE COMPETITION LAWS**

### **POLICY OVERVIEW**

The competition laws are a critical part of the business environment in which IMG C operates. They govern the day-to-day conduct of IMG C's business in setting prices and other aspects of purchasing, selling and marketing goods and services. IMG C is dedicated to compliance with the competition laws in all of its activities and actively promotes open and fair competition. Every IMG C employee is responsible for compliance with those laws, as well as for promptly raising concerns about any possible violations to Company's Compliance Officer or senior management. Non-compliance with competition laws is a serious offence and may result in penalties and adversely impact the reputation of the Company.

#### **Employee Responsibilities:**

##### **Do**

- Familiarise yourself with relevant anti-trust laws and anti-competition laws relevant to your Company and geography.
- Take precautions to avoid inadvertent or inappropriate disclosures of confidential or privileged information, records or documents. In particular, do not have any business-related communication with competitor team members without the prior approval of your Business Head.
- Report any cases of non-compliance to the Compliance Officer.

##### **Don't**

- Collusion among competitors is illegal. Do not indulge in any activity with competitors that may lead to non-compliance of competition laws.
- Competitor team members should not be permitted on the Company premises without the permission of the Chief Executive Officer.
- Do not share any confidential company information at industry forums or with competitors, unless you obtain prior approval from Chief Executive Officer.

## **7. INSIDER TRADING OR DEALING & STOCK TIPPING**

### **POLICY OVERVIEW**

IMGC is committed to the principles of fair and open markets for publicly traded securities throughout the world — markets where everyone has an equal chance to succeed. This policy establishes standards of conduct for employees and others who obtain material or price-sensitive non-public information (inside information) through their work for IMGC. Insider trading, insider dealing and stock tipping are criminal offenses. The requirements of this policy include full compliance with the laws prohibiting insider trading, insider dealing and stock tipping.

Insider trading or dealing means personally buying or selling stock or other securities of any company while in possession of inside information about the company. Stock tipping means disclosing inside information about a company — for example, to a relative, colleague or friend — to enable the person to buy or sell stock or other securities of the company on the basis of such information. This policy sets forth guidelines designed to avoid even the appearance of insider trading, insider dealing or tipping. It is not meant to restrict the freedom of employees to make appropriate personal investments, or the company's right to legitimately use and disclose inside information in the ordinary conduct of its business.

### **Employee responsibilities**

- Never buy or sell the stock or other securities of any company while you have inside information about the company.
- Never recommend or suggest that anyone else buy, sell or retain the stock or other securities of any company while you have inside information about the company.
- You must not disclose inside information to anyone outside IMGC (including family members), except when you reasonably believe such disclosure is needed to enable IMGC to carry on its business properly and effectively, and appropriate steps have been taken by IMGC to prevent the misuse of the information. Employees are urged to consult with Compliance Officer to determine if such disclosure is needed and is being undertaken in an appropriate manner.
- Only disclose inside information within IMGC in the ordinary course of business and when you have no reason to believe that the information will be misused.

## **8. IMPROPER PAYMENTS & GIFTS**

### **POLICY OVERVIEW**

IMGC employees should not offer anything of value to obtain any improper advantage in selling goods and services, conducting financial transactions, or representing the company's interests to governmental authorities. This policy sets forth IMGC's standards of conduct and practices for certain kinds of payments, entertainment and political contributions. IMGC must not authorize, involve itself in, or tolerate any business practice that does not follow this policy.

A violation of this policy can result in severe civil and criminal penalties, under the laws of more than one country. All countries prohibit the bribery of their own public officials, and many also prohibit the

bribery of officials of other countries. IMG C's policy goes beyond these laws and prohibits improper payments in all of our activities, both with governments and in the private sector.

IMG C has zero tolerance against bribery. The detailed policy for the same is available for reference of the employees as "**Anti-bribery and Corruption Policy**". Employees are expected to adhere to the same in true letter and spirit.

The Company also has a well-defined Gift and Entertainment policy for guiding its employees and related persons in dealing with third parties with respect to giving and receiving of Gifts. The details with respect to Gifts and entertainment are available under "**Gift, Entertainment and Hospitality Policy**". Employees are expected to be conversant and compliant to the same. Any breach of the above policies will be strictly reviewed by the senior management of the Company.

## 9. **SUPPLIER RELATIONSHIPS**

### **POLICY OVERVIEW**

IMG C bases its relationships with suppliers on lawful, efficient and fair practices. We also expect our suppliers to adhere to applicable legal requirements in their business relationships, including those with their employees, their local communities, and IMG C. The quality of our supplier relationships often has a direct bearing on the quality of our customer relationships. Likewise, the quality of our suppliers' products and services affects the quality of our own products and services.

#### **Employee responsibilities**

- Evaluate all supplier offerings on the basis of:
  - Technical leadership
  - Quality
  - Reliability
  - Service
  - Price
- Source only from suppliers who comply with applicable legal requirements.
- Respect licensing agreements and copyright laws, including those covering computer software.
- Maintain open, honest dialogue with suppliers, consistent with good business practices.
- Do not participate for personal gain in any supplier's contest, game or promotion. Follow IMG C's guidelines concerning the acceptance of gifts.
- Safeguard any information that IMG C holds as confidential, either on its own or by agreement with a supplier.
- Notify Sourcing of significant problems encountered with any supplier so an assessment can be made of the company-wide impact of the situation.
- Sourcing must establish and document a purchase authorization and approval process for IMG C. It must establish criteria for such major purchases as the business deems appropriate, including limits based on broad classes or types of item. Documentation must also include authority for financial control in accordance with this and related company policies.

## **10. CONTROLLERSHIP**

### **POLICY OVERVIEW**

Controllershship comprises four factors that are vital to IMGCG's unyielding commitment to share owner value: compliance, rigorous business processes, integrity in communications and preservation of required documents and records.

#### **Compliance**

Each employee is responsible for complying with applicable laws, regulations and company policies. That responsibility includes ensuring that financial information is recorded in accordance with General Accounting Procedures and generally accepted accounting principles. Employees must maintain both effective internal controls as well as appropriate, accurate records that fairly reflect activities. This unwavering commitment to compliance creates an environment in which we can all take pride.

#### **Rigorous business processes**

Each employee is responsible for following rigorous business processes to ensure that management decisions are based on sound economic analysis, including a prudent consideration of risk. Transactions that enhance near-term financial performance but diminish share owner value do not meet this standard. Effective business processes also must ensure that IMGCG's physical, financial and intellectual property assets are both safeguarded and optimally employed.

#### **Integrity in communications**

Each employee must contribute to the completeness, timeliness and accuracy of financial and non-financial operating information that is communicated both internally to management and externally to numerous users, including shareowners, other government agencies, and the media. Financial reports of historical and forecasted information must be accurate and complete. Non-financial metrics -- metrics on which operating decisions are often based -- must be clear and accurate. Timely, complete, fair, understandable and accurate information is vital for management decisions and to IMGCG's disclosures in reports and documents filed or submitted and in other public communications. High quality financial reporting is a cornerstone of public confidence in IMGCG.

#### **Preservation of required documents and records**

Employees must comply with all applicable laws and regulations relating to the preservation of documents and records. That responsibility includes preserving all documents that are known to be relevant to pending or reasonably foreseeable litigation, audits or investigations, and as directed by Company counsel. Each employee must learn and follow the IMGCG Document Management Procedures. When creating documents, employees must always use care to make them accurate and truthful. This policy describes the high standards that we maintain for meeting each of those responsibilities.

#### **Employee responsibilities**

- Follow all accounting, reporting and control procedures established by the CFO, or his or her delegates.
- Prepare and maintain records and reports for management that are accurate, timely and complete.
- Before signing any document, make a reasonable inquiry to obtain assurance that its contents



are accurate and complete.

- When creating documents, use care to make them accurate and truthful.
  - Before involving IMGC in any transaction or releasing any financial information, obtain and adequately document all required management approvals.
  - Keep records, including computer-based information, secure in accordance with the provisions of IMGC's Record Retention Policy. The Chief Information Officer will counsel on computer security.
  - Assist IMGC's auditors and other authorized individuals, providing access to IMGC's records, and providing them with accurate and complete information.
  - If you learn of any damage to, or loss or theft of IMGC property, or a claim or potential claim by anyone against IMGC, notify your finance manager.
  - Do not alter or destroy any document that you know to be relevant to a pending or reasonably foreseeable litigation, audit or investigation. Notify your manager immediately if you become aware that any document subject to a preservation requirement has been altered or destroyed. Cooperate fully with Company's Compliance Officer in locating and turning over any relevant documents in your possession as required for litigation, audit or investigation.
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- Learn and comply with the IMGC Record Retention Policy. Retain all documents within your area of responsibility for at least the minimum time period required by law and by any applicable retention policies.

## **11. INTELLECTUAL PROPERTY**

### **POLICY OVERVIEW**

Among IMGC's most valuable assets is its intellectual property – patents, trade secrets, trademarks, copyrights and other proprietary information. It is IMGC's policy to establish, protect, maintain and defend its rights in all commercially significant intellectual property and to use those rights in responsible ways. All employees must take steps to safeguard these assets.

In addition to protecting IMGC's intellectual property rights, IMGC respects the valid intellectual property rights of others. Unauthorized use of the intellectual property rights of others may expose the Company to civil law suits and damages. In many countries, theft and misappropriation of trade secrets, proprietary information or other intellectual property may result in significant fines and criminal penalties to both IMGC and to the individual. New company products, services, processes and software, and any proposed use of the intellectual property of others, should be timely and reasonably reviewed for infringement.

### **Employee responsibilities**

- Identify and protect IMGC intellectual property. Hold IMGC trade secrets and other proprietary information in confidence and secure appropriate legal protection on inventions, copyrightable material, trademarks and other commercially significant intellectual property. Properly safeguard and administer all agreements relating to intellectual property.
- Understand your responsibilities to the Company regarding new inventions and ideas that you

may develop while an IMGC employee. Consult with Company's Compliance Officer if you have a question about these responsibilities or about the "Proprietary Information and Inventions Agreement" (PIIA), which all employees must sign.

- Consult with Company's Compliance Officer before disclosing IMGC proprietary information to outsiders or permitting third parties to use IMGC intellectual property.
- Assert intellectual property rights only in a way consistent with the law.
- Respect the valid legal rights of others in patents, copyrights, trademarks, trade secrets and other proprietary information, and other intellectual property. Consult with Company's Compliance Officer concerning necessary licenses or approvals to use such intellectual property.
- Do not attempt to solicit or otherwise discover through improper means the trade secrets or other proprietary information of others. If you became aware of the trade secrets or other proprietary information of others either through prior employment or under an actual or implied obligation of confidentiality, do not divulge, use, transfer, alter or otherwise deliver those trade secrets and other proprietary information to anyone except as authorized by the Company.
- Consult with Company's Human Resources team to ensure that all employees sign and comply with IMGC's "Proprietary Information and Inventions Agreement."

## **12. FAIR EMPLOYMENT PRACTICES**

### **POLICY OVERVIEW**

IMGC is an Equal Opportunity employer. The Company provides equal access to employment opportunities for all applicants and employees in accordance with applicable federal, state and local laws, without regard to race, color, national origin, religion, gender, age, disability, sexual orientation, gender identity, or marital status, or any other characteristic protected by state or federal law.

IMGC is committed to observing all applicable labor and employment laws in every location where the Company has facilities, including those laws that pertain to freedom of association, privacy, and recognition of the right to engage in collective bargaining, the prohibition of forced, compulsory and child labor, and those laws that pertain to the elimination of any improper employment discrimination. The Company believes that its commitment to fair employment practices and focus on the fair treatment of all applicants and employees not only contributes to IMGC's success, but enhances the progress of individuals and the communities where our businesses are located. For further details please refer to the "***Equal Employment Opportunity Policy***" of the Company.

Workplace harassment is a prohibited form of discrimination under this policy and can include harassment based on an individual's gender, race, religion, national origin, sexual orientation, gender identity, disability, age, etc. Workplace harassment can take many forms and includes unwelcome verbal or physical conduct directed at a fellow employee or third party (e.g., customer or supplier). Examples include distributing or posting (electronically or otherwise) hate literature, making fun of or defaming a member of a particular religion, race, gender, etc., through use of inappropriate stereotypes, telling offensive jokes, use of ethnic slurs or taking other actions which have the purpose

or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment.

**Sexual harassment** is a specific form of workplace harassment which includes unwelcome sexual advances or requests for sexual favors where (1) submission to such conduct is made either explicitly or implicitly a term or condition of employment, or (2) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual. Sexual harassment also includes unwelcome physical contact and sexual advances, a demand or requests for sexual favors, sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of a sexual nature or based on a person's gender that has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment. For detailed policy on prevention of sexual harassment employees can refer to "Policy for Prevention of Sexual Harassment at Workplace Policy" of the Company.

### **13. CONFLICTS OF INTEREST**

#### **POLICY OVERVIEW**

When the interests or benefits of one person conflict with the interests or benefits of the Company, a conflict of interest is said to occur. We must avoid situations involving actual or potential conflict of interests so that even the slightest doubt about our integrity is not raised.

IMGC recognizes and respects that employees may take part in legitimate financial, business and other activities outside their jobs. However, those activities must be lawful and free of conflicts with their responsibilities as IMGC employees. Employees must not misuse IMGC resources or influence, or discredit IMGC's good name and reputation. The effectiveness of this policy depends in large part on the cooperation of all employees in disclosing any situations that may be contrary to the intent of the policy and the ethical standards that it expresses.

#### **Employee responsibilities**

- In addition to complying with the law and IMGC policies, exercise your own good judgment in all personal and business dealings outside IMGC your job.
- Before accepting any position as an officer or director of an outside business concern:
  - Consider the advantages and disadvantages to IMGC, including the appearance of possible conflicts of interest
  - Consider your responsibilities as a director as specified by laws and regulations
  - Obtain approval as noted in the "Additional responsibilities of leaders" section of this policy.
- If you know of a possible conflict of interest involving another employee or anyone else representing IMGC, notify reporting manager or Chief Human Resources Officer. Your notification may be written or oral, and it may be anonymous.
- Leaders shall use these guidelines in approving an employee for a position as an officer or director of an outside business concern:
  - For small (generally not publicly traded) or family owned businesses, obtain the approval

of the IMG C personnel responsible for your business component and the Chief Human Resources Officer.

- -For a commercial bank or banking institution (other than a mutual savings bank, or savings and loan association), obtain the approval of the IMG C Chief Financial Officer and Chief Human Resources Officer.
- For large corporations (generally publicly traded companies) obtain the approval of the Chairman of the IMG C Board and Chief Human Resources Officer.

The manager giving approval should also consider the need for periodic reviews to determine if the approval should be continued.

- When you learn of possible conflicts of interest, take timely remedial and investigative action to mitigate the potential conflict, implement necessary compensating controls to ensure continuing compliance, and notify the same to Chief Human Resources Officer.

Ensure that employees understand their continuing responsibilities under this policy, and that the situation is monitored.

#### **14. REVIEW OF THE CODE**

The Code of Ethics and Business Conduct to be reviewed as and when deemed necessary and amendments / modifications may be carried out as deemed appropriate.

#### **15. INDEX OF POLICIES**

For any further details on Code of Ethics and Business Standards, employees may please review the following index of policies.

- KYC Guidelines, Anti-Money Laundering Standards and Combating Financing of Terrorism Policy



KYC Guidelines.pdf

- Privacy Policy



IMG C Privacy Policy .pdf

- Policy on Prevention of Sexual Harassment at Workplace



POSH.pdf

- Anti-bribery and Corruption Policy



Anti-Bribery and Corruption Policy.pdf

- Gift, Entertainment and Hospitality Policy



Gifts Entertainment  
Hospitality Policy.pdf

- Equal Employment Opportunity Policy



Equal employment  
opportunity policy.pdf