



VERSION 1.0

FOR INTERNAL PURPOSE ONLY

CONFLICT OF INTEREST POLICY

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1 PURPOSE

The conflict-of-interest policy (“policy”) of CtrlS Services Pvt Ltd., applicable also to its group companies, subsidiaries, and affiliates (hereinafter referred to as “CtrlS” or “Company”) sets out the standards to identify and deal with the potential conflict of interests which occurs when an individual’s personal interests – family, friendship, financial, or social factors – could compromise his or her judgment, decisions, or actions in the workplace. To protect the Company, its employees, shareholders, and other stakeholders against conflicts of interest, the Company has established this policy and a declaration procedure which aim to manage actual, potential, and perceived conflicts of interest and clearly state the principles with which the Company approaches any such situations. This policy lists out non-exhaustive possible scenarios and minimum standards to be adhered to. An employee who knowingly violates the internal policies and guidelines shall be subjected to disciplinary action, including dismissal. The policy supports CtrlS in its efforts to effectively identify, assess, manage, and mitigate or prevent from happening any actual or potential conflict of interest.

All employees are required to maintain the highest levels of professional and personal integrity to avoid situations in which an individual’s personal interest may conflict or appear to conflict with either the interest of the Company or that of its stakeholders. All the staff must maintain unbiased judgment when acting on behalf of CtrlS.

It shall be the duty of all the employees to review their interests, disclose any interests and ensure with the guidelines as laid down in the policy.

Conflicts of interest may not always be precise. As part of training of employees undertaken by CtrlS, employees are also sensitized as to the potential scenarios [\(Refer Annexure -A\)](#) that may involve conflicts of interest in terms of this policy. Further, in case of any ambiguity if a particular situation involves conflict of interest in terms of this policy, all employees are encouraged to approach the Compliance Committee headed by Chief Compliance Officer by way of an email at CCO@ctrls.in to seek clarity in this regard.

The guidelines in this Policy should be read in conjunction with:

- a) Code of Conduct Policy
- b) The Anti-Bribery and Anti-Corruption Policy
- c) Any other relevant policies as may be implemented from time to time

2 GOVERNANCE

- 2.1 Any changes to this policy shall be tracked and documented for future reference and all changes shall be performed after approval of the Compliance Committee headed by Chief Compliance Officer.
- 2.2 Compliance Committee headed by Chief Compliance Officer shall undertake a periodic review and update this policy to reflect applicable law(s) and /or latest notifications released by the regulating authorities from time to time.
- 2.3 Compliance Committee headed by Chief Compliance Officer shall monitor the effectiveness and review the implementation of the compliance principles set forth in this policy, regularly considering its suitability, adequacy, and effectiveness.
- 2.4 Compliance Committee headed by the Chief Compliance Officer shall be approached for any guidance regarding the Policy.

3 SCOPE

This policy applies to CtrlS, its group companies and affiliates which includes all the employees, staff, Directors/KMP, vendors, customers, contractors, sub-contractors, if that person has been granted significant independent decision-making authority with respect to financial or other resources of the organization. Persons covered under this policy are hereinafter referred to as “interested parties.”

4 DEFINITIONS

- 4.1 Close personal relationships:** Close personal relationship means a relationship of friendship, association or otherwise which could give rise to or be perceived as giving rise to a real or potential conflict of interest between the staff member and their obligations to CtrlS.
- 4.2 Competitor:** An entity/association engaged in providing the services or selling the goods identical/like that of CtrlS in the similar market conditions
- 4.3 Relative** with reference to any person, means anyone who is related to another, including but not limited to
- Those who are members of a Hindu Undivided Family
 - Husband and wife
 - Father (including Stepfather)
 - Mother (including Stepmother)
 - Son (including stepson)
 - Son’s wife
 - Daughter
 - Daughter’s husband
 - Brother (including stepbrother)
 - Sister (Including stepsister)
- 4.4 Related party** with reference to a company, means
- A Director or his relative, a Key Managerial personnel or his relative, a Firm, in which a Director, Manager or his relative is a Partner, a Private company in which a Director or Manager or his relative is a member or Director, a Public company in which a Director or Manager is a Director or and holds along with his relatives, more than two per cent of its paid-up share capital, anybody corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions of a Director or Manager, any person on whose advice, directions or instructions a Director or Manager is accustomed to act.
 - Anybody corporate which is a holding, subsidiary or an associate company of such company, a subsidiary of a holding company to which it is also a subsidiary or an investing company or the venturer of a company.
- 4.5 Family member** is: (i) a spouse or domestic partner, (ii) a child, stepchild, parent or sibling of an employee or his/her spouse or domestic partner or (iii) any other relative current living with an employee or whose assets the employee controls.
- 4.6 Significant Financial interest:** Any interest in another company/entity that could impair, or reasonably appear to impair, interested party’s ability to act solely in the best interest of CtrlS within the company and the

group. However, any holding of less than or equal to 2% of the paid-up share capital of the other entity with which the company enters into/proposes to enter any business transaction shall not be construed as a significant financial interest.

4.7 Nominal Ownership: Any ownership below the substantial financial interest can be considered as nominal ownership.

4.8 Other interest: Any interest other than as defined in the significant financial interest, which appears to impair or have an ability to impair the decision making in the best interests of the company.

4.9 Outside business activities: Outside Business Activities means any activities that an employee of CtrlS may be engaged in outside of their employment with the Company/entity/person, including, but not limited to, service as an officer, director, partner, employee, consultant, or independent contractor.

4.10 Compliance Committee: CtrlS's Compliance Committee consists of the following members:

1. Ms. Esha Chakravarty, Chairperson
2. Mr. Venkata Niranjana
3. Ms. Prachitha Kuchkulla
4. Mr. Satyanarayana RNV

5 POLICY FRAMEWORK

5.1 WHAT IS "CONFLICT OF INTEREST"?

A conflict of interest could be any known transaction, relationship or service engaged by an employee, his/her immediate family/relatives which may cause concern (based upon an objective determination) that the employee could not or might not be able to fairly perform his/her duties to the company and which might undermine the interests of the company.

If not resolved adequately, it can lead to compromising the interests of the company, resulting in fraudulent or unfavourable transactions

5.2 TYPES OF CONFLICTS

Conflicts of interest may take various forms. They can be:

- Actual – involving a direct, materialized, conflict of interests.
- Potential – involving likely future conflicts of interest.
- Perceived – not involving an actual conflict but only the perception of a conflict of interest.

5.2.1 Business-related conflicts

Business-related conflicts may arise because of the structure and different activities of the company. The following are business-related conflicts of interest:

- Conflicts between the interests of the company and those of the client.
- Conflicts between the interests of one client and those of another client.
- Conflicts between the interests of the company and those of third parties (e.g., suppliers/vendors, business partners).

5.2.2 Personal conflicts of interest

A personal conflict of interest means a person, business, or financial interest of an individual, his or her spouse, other family member, friends, or relatives with whom the individual has a close personal relationship that could adversely affect the individual's ability to perform his or her duties, or his or her objectivity or judgment in the performance of such duties.

5.3 POSSIBLE SITUATIONS OF COI AND GENERAL GUIDELINES

5.3.1 **Outside Business Activities (OBAs)** include any arrangement in which any of the following scenarios are possible:

1. The employee is also an employee, independent contractor, Partner, Agent, Sole proprietor, Officer, or Director of another person or entity other than the Company, its group companies, and affiliates Firm.
2. The employee will be compensated by, or have a reasonable expectation of compensation from, another person or entity other than the Company, its group companies, and affiliates; and/or
3. The employee will be a member of a Board or investment committee of any legal entity, including a non-profit organization, other than the Company, its group companies, and affiliates.

General Guidelines

1. Employees shall not participate - directly or indirectly, in outside business or personal activities that conflict with the performance of the Company's duties and responsibilities. This includes participation in any business activity that would benefit from a relationship with CtrlS.
2. CtrlS employees are encouraged to work with social, corporate industry, and charitable organizations if participation does not represent a potential conflict of interest. ([Refer Annexure A](#))

5.3.2 Stock Ownership:

1. Employee shall not own any substantial interest in an entity with which CtrlS enters/proposes to enter any business relationship. If CtrlS enters business engagement with an entity in which an Employee already holds substantial interest, Employee should promptly inform the Chief Compliance Officer or appropriate compliance team(s).
2. Nominal ownership of securities of a publicly traded entity will not, in and of itself, be considered a conflict of interest and need not be disclosed.
3. However, without proper approval, employees should not hold a Substantial Financial Interest, either direct or indirect, in the securities of any company that conflicts with, or appears to conflict with, the proper performance of CtrlS duties or responsibilities or might affect independence or judgment in transactions between CtrlS and such an entity.
4. Lower levels of ownership could also be considered substantial, depending on the circumstances.

5.3.3 Vendors:

1. The employees should not work for, represent, or have a close personal relationship with the Company's supplier or vendor, or be a member of a supplier's or vendor's Board of Directors while working for the Company.
2. In addition, employees shall not accept benefits of any kind (monetary or otherwise) for any advice or services provided to a supplier or vendor in connection with its business with CtrlS.
3. The employees shall not accept any offer of employment from any vendor or supplier of CtrlS.
4. The employees are required to ensure the absence of any conflict of interest whatsoever with any vendors / suppliers / customers of CtrlS vendor, by submitting the declaration form annexed hereto as

[Annexure-B](#), while onboarding and continuing business with a vendor, supplier, subcontractor, or customer for CtrlS. The declaration form shall be submitted to the Compliance Committee headed by Chief Compliance Officer.

5.3.4 Third Party

A potential conflict of interest arises when CtrlS's contractors, subcontractors, vendors and service providers, and their respective employees ("Third Party") have their private or financial interests colliding with or perceived to be colliding with those of CtrlS. While there is no exhaustive list of such situations, potential conflicts of interest ([Refer Annexure A](#)) typically arise if such Third Party:

1. Employs a current employee or someone with a close personal relationship to CtrlS or its employees to perform work for CtrlS.
2. Is partially or fully owned or controlled by a current employee of CtrlS or someone with whom they have a close personal relationship.
3. Has access to CtrlS's proprietary information while providing goods and services to CtrlS's competitors and uses this information to benefit themselves or a competitor; or
4. Provides services to develop a request for proposal to be issued by CtrlS and seeks to bid on the work covered by such request for proposal.

To ensure prevention of such conflicts of interest, the relevant employees should ensure that the vendors / suppliers / contractors / service providers execute the declaration annexed hereto as [Annexure-B](#) each time they execute a contract for provision of supplies/ services to CtrlS.

5.3.1 Sponsoring / Hosting Events:

1. Any employee may not solicit donations, directly or using company resources (e.g., CtrlS email), on CtrlS premises or during working hour or as a part of a sponsored/hosting event such as a charity drive sponsored by CtrlS.
2. Any employee is prohibited from personally soliciting any person or organization, in doing so would place the employee in a conflict of interest.

5.3.6 Relationships with competitors

1. Employees should not own/ purchase a stake in any competitor Company without prior written consent unless it has been purchased through listed stock. The written content shall be duly approved by Chief Compliance Officer of CtrlS.
2. Any relative employed with a competitor or any such relationships which may arise during employment should be declared using the mechanism provided ([Refer to Annexure B](#))

5.3.7 Financial interest

Employees are prohibited from holding a position of Substantial Financial Interest or other interest in an entity when that interest:

1. Conflicts with, or appears to conflict with, the proper performance of the employee's duties or responsibilities to CtrlS.
2. Might affect the employee's independent judgment in transactions between CtrlS and the entity. Employees are required to disclose any position (i.e., Director, Officer, Employee, Consultant) or Substantial Financial Interest that they, or their Associate (as defined below), have in any entity that has business relations or dealings with, or is a competitor of CtrlS.

6 AVOIDING CONFLICTS

1. The employees shall follow ethical standards of honesty, fairness, accountability, objectivity, and confidentiality by making every effort to achieve transparency and fairness throughout decision-making processes.
2. Employees shall not involve in an activity or avoid any direct involvement, when unsure of whether a particular activity poses a conflict of interest.
3. To minimize the risk, the employees shall stay current on important issues affecting their area of responsibility and understand the reasons behind decisions made in areas that involve them.
4. The employees must always report any perceived conflicts of interest to the Compliance Committee headed by Chief Compliance Officer at CCO@CtrlS.com. The first step is to recognize a conflict and determine if disclosure is required. If yes, follow the applicable procedures for reporting conflicts of interest to appropriate authorities as laid down in the policy.

7 CONFLICT OF INTEREST – PROCESS

7.1 Identifying a conflict of interest

1. In case of circumstances appearing as conflict of interest as defined above, the employee shall disclose the same through an email to Compliance Committee headed by Chief Compliance Officer and send in the COI declaration ([Annexure B](#)).
2. If an employee believes there may be a conflict of interest but is unsure, he/she should assume that there is a conflict and act accordingly by reporting to Chief compliance officer and clarifying the existence of conflict, if any.
3. Similarly, if an associate becomes aware of a possible conflict of interest of another associate colleague, which has not been disclosed, he/she should bring it to the management's attention for appropriate consideration by reporting through the Whistle Blower mechanism (*Refer to Annexure 1- reporting channels of CtrlS Whistle-blower Policy*)

7.2 Assessment of the identified conflict of interest:

The Chief Compliance Officer and/or its duly appointed designee shall duly assess the circumstances indicating COI/reported circumstances and decide whether they have/might have an undue influence on decision making which adversely affect the interests of the company.

7.3 Take adequate measure:

CtrlS shall ensure that the Interested party shall not participate in / influence the decision making.

7.4 Recording/documentation:

The identified/reported conflicts of interest shall be adequately recorded in the register along with the action taken to resolve the COI.

8 DISCLOSURE OF CONFLICT OF INTEREST

The areas of conflicting interest listed in the policy, and the relationships in those areas that may give rise to conflicts, are not exhaustive. Conflicts may arise in other areas or through other relationships. If an employee believes that the employee has a conflict of interest, or may be perceived to have such a conflict, the employee Compliance Committee headed by Chief Compliance Officer at the email ID CCO@CtrlS.com at the earliest possible in the declaration form as annexed ([Refer Annexure B](#)).

Each employee must annually complete, sign, and submit to Chief Compliance Officer a statement that there is no material interest or any other conflicting interests, in any person / entity who is a party to a material contract or proposed contract with CtrlS.

9 MANAGE AND MONITOR CONFLICTS

- 9.1 CtrlS shall be responsible for identifying, mitigating, and managing conflicts of interest. Reasonable steps to identify circumstances that might create a conflict of interest shall include identifying:
- the nature of the relevant interests and relationships between the parties involved; and
 - the service and its implications for relevant parties.
- 9.2 CtrlS shall attempt to prevent and manage conflicts of interest through proper organizational set-up of internal rules, monitoring, and control measures as well as continued education and raising awareness. The list of internal rules to prevent and manage conflict of interest are as follows:
1. The risk related to the identified or potential Conflict of interest shall be assessed.
 2. Any forms of unacceptable interests shall be prohibited.
 3. Raising awareness of the circumstances in which conflict can arise.
 4. Building capacities to prevent conflict of interest through training.
- 9.3 The Compliance Committee headed by Chief Compliance Officer will take a proactive approach to assessing and managing conflict of interest risks. Employees with direct reports will ensure they are aware of the conflicts inherent in their team's work and functions and monitor the risks to which their direct reports are exposed.
- 9.4 Once a transaction with conflict of interest is identified, the management shall ensure that the interested party shall not attempt to influence decision makers regarding the matter and shall not participate in any deliberations or voting on the conflict or the transaction, unless explicitly allowed otherwise by Compliance Committee headed by Chief Compliance Officer.
- 9.5 In the case of a transaction involving a conflict of interest, the Chief Compliance officer or his or her designees shall review the situation and determine whether it is in the Company's best interest, whether it is fair and reasonable, and whether to move forward despite the conflicting interest.

10 DEAL WITH BREACHES

Any failure to disclose the breach of the policy, identified or suspected breach including failure to report potential violations, the matter shall be duly investigated by Compliance Committee headed by Chief Compliance Officer within 30 days from the date of identification of breach.

Chief Compliance Officer shall be empowered to recommend the appropriate action that shall be taken against the violation. The action may include disciplinary action, discretionary decisions being reconsidered, contracts being cancelled, or renegotiated, administrative action being taken against entities associated with the employee's personal interest, legal action against the employee or other entities, suspension or termination of the employees, reporting to regulators or anti-corruption bodies and preparing police briefs if criminal acts appear to have occurred.

Further, in case Chief Compliance Officer fails to disclose the breach of the policy the matter shall be directly reported to Chairman and Managing Director.

11 CONFLICT OF INTEREST REGISTER

Cloud 4C shall have a process in place to identify, assess, manage, and document Conflicts of Interest. All conflicts of interest identified by a certain department, which are not already logged centrally in systems,

should be registered in the Conflicts of Interest Register ('Register') maintained by the Chief compliance officer. For each other conflict added to the Register, it should be also documented whether the conflict is manageable and if so, what control measures have been applied to manage it. [\(Refer to Annexure C\)](#)

12 REPORTING OF CONFLICTS

A quarterly status report on the total number of Complaints received related to breach of policy for the period shall be submitted to the Board of Directors. The report will also include summary of the findings identified by the Compliance committee during the investigation along with any corrective actions (design level) taken or recommended by the Chief Compliance Officer.

13 ANNEXURES

ANNEXURE A

LIST OF POTENTIAL SCENARIOS WHICH INVOLVE CONFLICT OF INTEREST

- Conflict between roles
- Financial conflict
- Non-financial
- Predetermination

a. Role conflicts:
Role conflicts occur when a person is split between two roles that are incompatible.



b. Financial conflict of interest:
Financial conflicts of interest are situations when a significant financial interest affects directly or indirectly the decision making of the organization that create perceived or actual conflict between the financial gain and adherence to the fundamental values of honesty, accuracy, efficiency, and objectivity.

c. Non-financial conflict of interest:
A non-financial conflict of interest is any situation where you are not affected financially by a decision but are affected in some other way that might make you biased or appear to be biased

Following potential conflict of interest that may affect the company:

- Directorships or other employment.
- Interests in business enterprises or professional practices
- Share ownership
- Beneficial interests in trusts
- Where the company carries on the same business as a client
- Where the company designs, markets or recommends a product or service without properly considering all other products, services, and the interest of all its clients
- Where the company has a financial or other incentive to favor the interest of another client or group of clients over the interests of a client
- Where the company has an interest in the outcome of a service provided to, or of a transaction carried out on behalf of, a client who is distinct from that client’s interest in that outcome.
- Where the company is likely to make a financial gain or avoid a financial loss at the expense of a client
- Personal associations with other groups or organizations, or family relationships

ANNEXURE B & C

DISCLOSURE FORM (ANNEXURE B)	 Disclosure Form
COI REGISTER (ANNEXURE C)	 Conflict_of_Interest_Register.xlsx

ANNEXURE D - MATRIX

Stage	Activity	SLA	Responsibility
Identification of Conflict	Disclosure of Conflict of Interest	Immediate	Concerned Individual
	COI declaration sent to Compliance Committee	Immediate	Concerned Individual
	Disclosure of conflict of interest of another associate colleague	Immediate	Concerned Associate
Assessment of Identified Conflict	Assessment of the reported COI	Within 7 days of identified or reported COI	Compliance Committee headed by Chief Compliance Officer
	Decision on reported Conflict of Interest	Within 7 days of assessment of identified or reported COI	Compliance Committee headed by Chief compliance Officer
Deal with Breaches	Investigation of breaches identified	Within 30 days of identified breach	Compliance Committee headed by Chief compliance Officer
	Appropriate actions on identified breaches	Within 30 days of identified breach	Compliance Committee headed by Chief Compliance Officer
Reporting of Conflicts	Reporting of conflict-of-interest cases summary to BOD	Quarterly	Compliance Committee headed by Chief Compliance Officer