



## Code of Conduct for employees

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**SPINNY CAPITAL PRIVATE LIMITED CIN**

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## 1. Objective

We expect all our employees to conduct their business dealings honestly, openly, fairly, diligently, and courteously and in a manner that enhances the image of the Company.

**Spinny Capital Private Limited** requires our Full-time employees/contractual staff to maintain high standards of integrity, ethics, and professional conduct, as our work brings our employees into frequent contact with Customers, prospective Clients, guests, vendors, etc. Full time Employees and Contractual staff are the Company's representatives to the outside world and their professional conduct reflects the value system of the Company.

The **Code of Conduct** as listed and detailed below lists the minimum expectation **Spinny Capital Private Limited** has from each employee and aims at creating and building our employees' core values. It emphasizes the Company's goal of striving to attain the highest ethical standards when resolving potential or actual conflicts of interest. The following clauses by no means cover every possible circumstance that they may encounter during their employment/contract with **Spinny Capital Private Limited**.

All employees and contractual staff are expected to adhere to the **Code of Conduct**. Any deviation from the clauses mentioned herein could result in disciplinary action that may include termination/dismissal of services.

## 2. Compliance with laws

A culture of compliance is an essential tool to ensure that our company's values and reputation in the market is protected. Compliance is doing business within the legal framework of the countries in which we operate. Our objective is complete and absolute compliance.

The term 'laws' should be taken to mean statutes/acts, policies, regulations, ordinances and government notifications at national and local level. Furthermore, we expect that all employees will comply with our own internal policies and processes.

Essential components of the compliance applicable to our Company:

1. Compliance with data protection and privacy laws applicable in our operations
2. Complying with laws and regulations concerning employees and their work environment with the Company
3. Complying with laws and regulations protecting the environment
4. Complying with accounting standards and laws intending to ensure accurate bookkeeping and record keeping
5. Complying with laws concerning applicable tax deduction and calculation
6. Complying with laws that ensure fair competition and prohibit illegal business conduct such as corruption and fraud
7. Compliance with fair practice code and fair & non-coercive recovery procedure as per the RBI's directions
8. Compliance with all RBI's directions and other laws and regulations applicable to the company including but not limited to the policies and Standard Operating procedures of the company.

## 3. Equal Opportunities for all

Unless local laws or regulations require us to do otherwise, we will recruit people solely on merit and reward people based on their performance and potential without discrimination on grounds of age, race, caste, ethnic origin, religion, political or other opinion, gender, sexual orientation, marital status, or disability/disease unrelated to the role. No employee of the Company will discriminate against others based on any of the above grounds or based on any other personal prejudices or biases. Our objective is to develop and retain the best people and to have a diverse and inclusive work environment.

The Company respects the rights and dignity of all employees. We aim to establish clear values and objectives so that all employees understand and are committed to the aims of the Company and clearly see their roles within it. We will seek to create a challenging environment of empowerment and continuous learning, to recognize individual and team contributions, and to reward competitively, relative to performance.

It is expected that all employees in the Company treat the people they interact with, both within and outside the Group, with respect and in a manner that their self-esteem and dignity are always maintained.

All employees will work together in a collaborative manner as a well-knit team towards the achievement of business goals, putting the interests of the team and the Company before their own. They will work in a manner that is open, honest, straightforward, and fair, respectful of the roles and views of others and actively listening and dialoguing with team-mates.

#### **4. Confidential Information**

All the business information disclosed orally or in writing or made available by the company to another Employee, including, but not limited to, information acquired from employees; trade secrets; strategic plans; invention plans and disclosures; customer information; computer programs; software codes; databases; suppliers; software; distribution channels; marketing studies; intellectual property; information relating to process and products, designs, business plans, business opportunities, marketing plans, company finances, institutional financing and other financing research and development, know-how or personnel; confidential information originally received from third parties; information relating to any type of technology, and all other material whether written or oral, tangible or intangible, shall be deemed "Confidential Information". In addition, the existence and terms of this Agreement shall also be treated as Confidential Information. The parties agree that any Confidential Information disclosed prior to the execution of this Agreement during employment was intended to be and shall be subject to the terms and conditions of this Agreement.

The Employee agrees to maintain the confidentiality of the Confidential Information and to prevent its unauthorized dissemination or use of it in accordance with your obligations under the Non-Disclosure Agreement.

#### **5. Non-Disclosure**

The Employee expressly agrees that he/she shall not use confidential Information provided by the Company in the development or delivery or for personal gain from providing any products or services for his/her own account or for the account of any third party. The Employee shall protect Confidential Information by using the same degree of care, but no less than reasonable care, to prevent the unauthorized use, dissemination or publication of the Confidential Information as the Employee uses to protect its own Confidential Information. The Employee shall limit its internal disclosure of the Confidential Information to only those employees and agents who have a need to

know the information for the limited purpose of executing his/her job responsibility. Employees are not allowed to give statements to the press regarding company matters without prior approval.

## **6. Ownership of Confidential Information**

All Confidential Information, and all material items delivered by the Company to the Employee remain the property of the Company and no license or other rights in the Confidential Information are granted to the Employee by this Agreement or by the act of disclosure.

## **7. Non-Solicitation**

For a period of one (1) year after the termination of employment with the Company, Employees will not solicit work or provide service or advice or assist others with the opportunity to do the same with any of the Clients of the Company.

While Employee is employed by the Company and for two year following the termination of Employee's employment with the Company, the Employee shall not (a) request, induce or attempt to influence any supplier of goods or services to the Company to curtail or cancel any business they may transact with the Company; (b) request, induce or attempt to influence any customers of the Company that have done business with or potential customers which have been in contact with the Company to curtail or cancel any business they may transact with the Company; or (c) request, induce or attempt to influence any employee of the Company to terminate his or her employment with the Company.

This obligation shall survive and remain in effect for the aforementioned period post termination of employment.

## **8. Proprietary Information/Data**

Any and all discoveries and/or inventions, (which shall include but not be limited to improvements and modifications) relating to work performed by employee or relating to matters disclosed to employee in connection with work, to be performed, or suggested by such matter, whether or not patentable, any discoveries and/or inventions made or conceived by the employee, solely or jointly with others during the term of their employment/engagement (regardless of whether conceived or developed during working hours) or during a period of one year thereafter, shall be a property of the company or its nominee and these discoveries/ inventions will be immediately disclosed to the management of the company. The Company or its nominee will have the right to file and prosecute, at its own expense, all patent applications, whether local or foreign, on said discoveries and/or inventions. The employee shall during their employment/engagement, or at any time or times, thereafter, provide to the Company or its nominee all documents, information and assistance requested for the filing, prosecution or defense of any legal action or application pertaining to such discoveries and/or inventions. The employees shall assign or convey to the Company or its nominee, all rights, titles, and interest in any such discoveries and/or inventions, patent applications and letters issued thereon.

Employees will, in addition to the above, upon the request of the Company to whose work he/she is assigned, execute, and deliver such agreements/assignments pertaining to discoveries and/or inventions made during the period of his/her employment. Upon termination or expiry of employment with the Company, employees will deliver to the Company all items including, but not limited to, drawings, blueprints, descriptions and all other papers or documents that contain any such confidential information. The foregoing provision in this paragraph shall be for the benefit of

the Company and/or its members to whose work the employee is assigned, and either or both shall have the rights and remedies to enforce such a provision.

#### **9. Fair conduct with customers and other stakeholders**

- All the employees will retain the highest level of confidentiality of customers' personal information and promote fair dealing with the customers of the company.
- All the employees will undergo training on how to inculcate appropriate behaviour toward the borrowers/customers of the company.
- Employees shall be respectful in all its interactions with all its customers and other stakeholders and shall never compromise on human dignity of the customer and other stakeholders, irrespective of his/her position, social status, or any other consideration.
- Employees should not use coercion of any sort of abusive behavior with the customers to make recovery of loans and should not intimidate or humiliate the customers verbally or physically. The employee should not contact borrowers at odd hours or at inappropriate times such as bereavements, illness, social occasions such as marriages and births. Also, the employee should not harass friends, relatives, neighbours, or co-workers of the borrowers.
- Employees shall observe financial discipline and are prohibited from entering into any personal financial transactions with customers, partners, other employees or any other stakeholder of the Company.
- Employee shall not be indulging into frauds like fabrication of documents, not remitting the instalments or amounts collected from the customer into the company on time, siphoning/ misappropriation of funds, appropriation of amount collected from one loan account or customer to some other loan account or customer etc.

#### **10. Accepting/ Receiving Gifts**

Employees should not accept gifts or favors, being entertained or accepting other personal obligations, which are substantial for himself/herself or for a family member, from clients and/or suppliers, whether local or foreign. Any gifts received, either in cash, stocks, bonds, options or similar items or in kind, should be shared among employees.

#### **11. Providing Information to the Media**

To protect our confidential information from misuse and to ensure that only accurate information about the Company is disclosed, we have designated the Chief Executive Officer to handle exchanges with the media. Additionally, our Executive Members of the Board of Directors are the official Company spokespeople for financial matters. All inquiries or calls from the press and financial analysts should be referred to in the CEO's Office. We must not post or discuss information concerning the Company's services or business on the Internet unless we are authorized to do so. Neither must we create a perception that we are speaking or posting on behalf of the Company. Remember that your online posts will be available for a long time, so think carefully prior to posting any information that could affect our Company.

#### **12. Substance abuse/ Intoxication**

The Company expects the employee to report in a state of mind and physical condition that will allow them to perform their assigned duties in a competent and safe manner. For this reason, no employee should possess/consume/use/be under the influence of alcohol, illegal drugs or controlled substances in the Company premises.

Selling, possessing, using, delivering, or receiving alcohol/illegal drugs/controlled substances at any time during the workday or anywhere on the Company premises is strictly prohibited including termination. Violators will be subject to disciplinary action.

Any employee who must use a prescription drug that causes adverse side effects like drowsiness, impaired reflexes or reaction time shall not be allowed to work during such a period.

### **13. Engaging in private trade or alternate / outside employment**

All employees shall not engage directly or indirectly in any trade/business or undertake any other employment or consultancy or undertake any such trade/ business/ consultancy on behalf of anyone else, either with/without remuneration, during his/her employment/engagement with the Company, without first fully disclosing their intent and obtaining prior consent for said business. Management reserves the right to deny permission at the time of disclosure. Also, such private trade and/or alternative employment should not adversely affect performance and conflict with the business interests of the Company (this would include working for a competitor). In case of conflict with any outside employment/engagement activity, the employee's obligations to the Company must be given priority.

### **14. Ethical standards**

The Management expects all employees to exercise the highest degree of professional business ethics in all actions they undertake on behalf of the Company. Employees should observe all laws and regulations governing business transactions and engage in fair competitive actions. Employees are prohibited from using, directly or indirectly, corporate funds and assets for any unlawful purpose or to accomplish any unlawful goal. The Company also prohibits the establishment or maintenance of undisclosed or unrecorded funds and assets. All reporting of information should be timely and accurate. Employees should make use of Company funds only for legitimate and ethical purposes.

### **15. Family Relationships**

If an employee wishes to do business on behalf of the Company with a member of his/her immediate family, other relative, or with a Company of which a relative is an officer, director, or principal, they must disclose the relationship and obtain the prior written approval of the Management.

### **16. Participation in politics/ Membership of political parties**

Employees shall take prior permission before becoming members of any political party. No employee shall participate in any demonstration, which would incite an offence under the law of land.

### **17. Use of Company's property and equipment**

All employees are required to handle the Company's property/equipment with due diligence and care. They shall return all such property/equipment to the Company in good condition at the time of separation from the Company or as and when directed by your respective HOD or HR Department.

## **18. Electronic Resources Usage**

Employees should ensure that they use only licensed software and take back-up of all important data. Employees must ensure that the online communication applications used must be compliant with the Company Data Retention and Protection Policy. Uses that threaten the integrity of the system, the privacy of others, or that are otherwise illegal, are hence forbidden. The Company reserves the right to access and monitor all messages and files on its system, including information regarding employee internet use, as and when deemed necessary and appropriate. The electronic resources shall be used in an effective, ethical, and lawful manner. Users who receive or notice obscene or inappropriate messages are needed to report the same immediately to their immediate superior or the Human Resources Department. The Company will not be responsible for actions of employees deemed illegal with respect to the usage of electronic resources.

## **19. Right to Recovery**

The Company reserves the right to recover any financial losses incurred as a result of fraudulent or unlawful activity committed by its Employee during the course of its employment. Without prejudice to any other rights or remedies available under law or equity, the Company shall be entitled to effectuate such recovery by way of deduction, set-off, or adjustment against any amounts due and payable to its Employee under the Employment Agreement, including but not limited to the Full and Final Settlement. Additionally, the Company reserves the right to initiate appropriate civil, criminal, or regulatory proceedings against the Employee, including but not limited to filing a Police Complaint/F.I.R or Court Case, to enforce its rights and seek restitution for any losses incurred as a result of the Employee's fraudulent misconduct.

## **20. Gender Harassment**

Gender harassment refers to behavior of a sexual nature that is not welcome and which interferes with an employee's status of performance by creating an intimidating, hostile or offensive working environment. It is a form of assault, which can manifest itself in terms of physical and/or psychological acts. This behavior may involve either the same gender or the opposite gender. The Company discourages such behavior and has a comprehensive framework to deal with such cases. Any employee accused of gender harassment may be suspended or terminated at the discretion of the HR Department. If any employee is found to be guilty of gender harassment the Company will immediately inform the concerned authorities and initiate any legal procedure applicable under the prevailing law against the employee.

## **21. Review and Amendments**

This policy shall be reviewed annually or as required due to regulatory changes and approved by the Board of Directors.