



## A2Z GROUP

### CODE OF CONDUCT

A commitment to ethical professional conduct from every Director and  
Employee of A2Z Group



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## Preamble

Commitment to ethical professional conduct is a MUST for every Director and employee at A2Z Group- in all its businesses/ units/ subsidiaries. This code, consisting of imperatives formulated as statements of personal responsibility, identifies the elements of such a commitment. It contains many, but not all, issues employees are likely to face.

The code is intended to serve as a basis for ethical decision-making in the conduct of professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards. It is understood that some words and phrases in a code of ethics and conduct document are subject to varying interpretations and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles rather than reliance on detailed regulations. In case of conflict, the decision of the Chief Compliance Officer shall be final.

## Applicability

This code is applicable to the Board Members, Senior Management Personnel, and all employees of the A2Z Group (hereinafter collectively referred to as “Employee(s)”) in all of its businesses/ units/ subsidiaries. All employees must read and understand this code and abide by it in their day-to-day activities.

This code is also applicable to vendors, service providers and third parties dealing with A2Z GROUP and when dealing on A2Z Group’s behalf. The employees may please contact Human Resources Head or Compliance Officer of the Compliance Committee, should they have any questions relating to compliance of this code.

## How We Work

A2Z GROUP is committed to conduct business with responsibility and integrity. Our daily conduct reflects our core values and purpose which are integral to our brand and reputation. We must ensure that our actions and policies are not only in compliance with applicable laws and regulations, but also in line with the highest standards of business ethics and integrity.

### **A2Z GROUP – Core Purpose**

A2Z Group is a diversified business conglomerate with expertise in Infrastructure Engineering Solutions for the Power and Telecom sectors, Facility Management Services, Municipal Solid Waste Management, and Renewable Energy Projects. Since its establishment in 2002, the Group has been committed to delivering innovative, tailored, and cost-effective solutions to leading organizations in the private and public sectors across India. At our core, we empower our people to pursue excellence and innovation, creating sustainable value for all stakeholders. We uphold world-class standards in governance, safety, sustainability, and social responsibility, driving impactful change in every area we serve.

## A2Z GROUP – Core Values



*Trust:* We foster a culture of mutual trust in our interactions and encourage open dialogue.

*Entrepreneurship:* At A2Z GROUP, our people are our most important assets. We actively encourage their development and support them in pursuing their goals.

*Innovation:* We embrace a conducive environment for encouraging innovation and exemplifying optimal utilization of natural resources, improved efficiencies, and recoveries of by-products.

*Excellence:* We are consistently driven to enhance our cost efficiency and service quality across all our business verticals by fostering a culture of adopting and implementing best practices.

*Integrity:* We place utmost importance to engage ethically and transparently with all our stakeholders, taking accountability of our actions to maintain the highest standards of professionalism, and complying with international policies and procedures.

*Respect:* We lay emphasis on Human Rights and respect the principle of free consent.

*Care:* As we continue to grow, we are committed to the triple bottom line of People, Planet and Prosperity to create a sustainable future in a zero-harm environment for our communities.

## KEY TERMS AND DEFINITIONS

- **Anti-Bribery Laws and Anti-Corruption Law:** The *Prevention of Corruption Act, 1988* (as amended in 2018), the *Bharatiya Nyaya Sanhita, 2023*, the *Companies Act, 2013*, and the *Foreign Contribution (Regulation) Act, 2010* (FCRA) prohibit offering, giving, receiving, or soliciting bribes, kickbacks, or any undue advantage in public or private sectors.
- **Business Partner or Third Parties:** Any individual or entity, including vendors, suppliers, contractors, consultants, agents, distributors, joint venture partners, or representatives, that has a business relationship with the company. These parties are expected to comply with applicable anti-bribery and anti-corruption laws.
- **Employee:** Any individual employed by the company on a full-time, part-time, contractual, or temporary basis, including interns, consultants, and directors, who performs work or services under the company's direction and control.
- **Entertainment:** Any hospitality or recreational activity, such as meals, event tickets, or travel, provided to an individual with the intent of fostering goodwill in a business relationship. Entertainment must comply with applicable company policies and should not be used to gain an unfair business advantage.
- **External Auditors:** Independent professionals or firms engaged to review and assess the company's financial records, internal controls, and compliance with legal regulations and company policies.
- **Facilitation Payments:** Small, unofficial payments made to government officials or other authorities to expedite routine, non-discretionary actions, such as processing permits, visas, or providing basic services. These payments are prohibited under the company's anti-bribery policy and Indian laws.
- **Gifts:** Any item of value, including cash, vouchers, discounts, loans, travel, or goods, given without an expectation of reciprocity. Gifts must be reasonable, transparent, and in compliance with the company's ethics policy and Indian laws.
- **Government Official:** Any individual working for or representing a government entity, department, agency, public sector undertaking, political party, tribal authority, or regulatory body, including elected officials, judges, law enforcement officers, or employees of state-owned enterprises. This also includes officials of foreign governments and international organizations.
- **Integrity Compliance Programme:** A structured set of internal policies, procedures, and training initiatives designed to prevent, detect, and address bribery, corruption, fraud, and other unethical practices within the company. The programme promotes a culture of ethical conduct, ensures compliance with applicable laws and regulations, and aligns with the company's core values of transparency, accountability, and integrity.



- **Misconduct:** Any act or omission by an employee or associated party that violates company policies, ethical standards, or legal obligations. Misconduct includes but is not limited to fraud, corruption, collusion, coercive practices, negligence, insubordination, misuse of company assets, harassment, or any behaviour that harms the organization's reputation or operations.
- **Senior Management and Board of Directors:** Individuals holding the position of Head of Department (HOD) or higher across all departments, as well as Directors of each company or subsidiary within the A2Z GROUP.

## Compliance with Applicable Laws and Policies

All Directors/Senior Management Personnel must comply and oversee compliance by employees, officers, and other staff, with laws, rules, and regulations applicable to the organization and its personnel. It is mandatory to comply with all company rules and policies as well as all applicable laws and regulations.

It is therefore mandatory that Directors/Senior Management Personnel possess / acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be in compliance thereof and to recognize potential risks.

Directors/Senior Management Personnel shall ensure due compliance for every activity undertaken under their supervision and authority and violating the law or the company's rules and policies must be avoided under all and any circumstances. No payment or transaction should be made, undertaken, by a Director/ Senior Management Personnel or the organization if the consequence of that transaction or payment would be in violation of any law or company policy in force or if it is ultra-vires to the power or limit given to him.

Directors/Senior Management Personnel will always act to the best of their knowledge, belief and effort in the best interests of the organization and all its stakeholders, including employees, shareholders, and others. In the event the implication of law is not clear, the Company's Legal & Secretarial Department or Compliance Committee shall be consulted for advice. Any questions about laws related to the Integrity Compliance Policy (ICP) must be addressed in coordination with the Compliance Officer.

### **DUTIES OF INDEPENDENT DIRECTORS**

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the company;
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the company;
6. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. Keep themselves well informed about the company and the external environment in which it operates;



8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders, and its employees;
13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

## Insider Trading

All the employees should observe all applicable laws and regulations including the Company policies and Codes as applicable to them with respect to the purchase and sale of the Company' Securities. It is the responsibility of each Director and specified employee to become familiar with and understand these laws, regulations, policies, and codes and should seek further explanations and advice concerning their interpretation, if required.

Any waiver of or amendments to the Company's policies or Codes may be made only by the Company's Board of Directors and will be disclosed promptly as required by applicable laws and regulations including the rules of any exchange on which the Company's securities are listed or traded. Director and Senior Management Personnel should direct questions regarding the application or interpretation of these guidelines to the Company Secretary/Compliance Officer.

## Anti-Corruption & Bribery Policy

A2Z GROUP is committed to conducting business with integrity, transparency, and the highest ethical standards. We maintain a zero-tolerance policy toward any non-compliance with anti-bribery and anti-corruption regulations (“hereinafter referred to as “ABC Policy”). Misconduct of any kind—including fraud, corruption, collusion, and coercive practices—is strictly prohibited. Bribery, in any form, including improper payments or undue advantages, has no place in our business operations. A2Z GROUP is dedicated to full compliance with all applicable anti-bribery and anti-corruption laws across all jurisdictions in which we operate.



## Annual Certification

Every Employee will be required to certify compliance with the Code of Conduct (COC) within 15 days of the close of the financial year of the organization. And, Employees at all levels must sign the Code of Conduct as a condition of employment.

Every Business Partner will also be required to certify compliance with the Code.

Such certification shall be in the form provided in the Annexure to this Code. The duly signed annual compliance Declaration shall be forwarded to Head of HR Department of the Company.

## Compliance with the Code

As Director and Employee of A2Z Group, we will uphold and promote the principles of this Code. The future of the organization depends on both technical and ethical excellence. Not only is it important for employees to adhere to the principles expressed in this Code, but each employee should also encourage and support adherence by other employees. All employees are required to report any known or suspected Misconduct through the relevant channels (e.g., to the Chief Compliance Officer, through the whistleblowing channels, or to a direct supervisor, who in turn must promptly report any known or suspected Misconduct to the Chief Compliance Officer). Treat violations of this Code as inconsistent association with the organization. The Company reserves the right to take appropriate action against the guilty employee.

## Amendment, Modification & Waivers

This Code may be amended, modified, or waived by the CCO or Board, subject to appropriate applicable provisions of law, rules, regulations, and guidelines. As a general policy, the CCO/Board will not grant waivers to the Code. If any waiver of this Code, in whole or in part, is sought for any Board member and/or CCO, the proposal for the same shall be put forward by the CCO to the MD for grant of such waiver, which shall be entirely to the discretion of the Board.



Annexure I

**EMPLOYEE DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

<b>Name</b>	
<b>Employee ID</b>	
<b>Phone Number</b>	
<b>Address</b>	
<b>Department</b>	
<b>Designation</b>	
<b>Date of Joining</b>	

I, \_\_\_\_\_, an employee of \_\_\_\_\_,

confirm that I am committed to upholding the policies and acknowledge my role in establishment a strong explicit visible and active support and commitment for our integrity compliance programme. I have read, understood, and agree to comply with the Code of Conduct. I have complied with all policies and ethical guidelines, including disclosing any known violations.

I understand that failure to comply may result in disciplinary action, up to and including termination. The above declaration is true to the best of my knowledge.

<b>YES</b>	<b>NO</b>

Name:

Signature:

Date: