

LEAP INDIA FOOD & LOGISTICS PRIVATE LIMITED

CONFLICT OF INTEREST POLICY

A. General Statement

The Company is concerned with conflicts of interest that create actual or potential job-related concerns, especially in the areas of confidentiality, client relations, safety, security, and morale. Employees should avoid any situation that may conflict, or appear to conflict, with the best interests of the Company. Each employee has a duty of loyalty to the Company and a continuing obligation to promptly disclose to the Head – Admin & Human Resource department, any activity, interest or relationship that may adversely affect, or appear to adversely affect, the Company, the duty of loyalty that each employee has to the Company, or that may interfere with or influence the employee's employment or service to the Company.

The Company expects all employees of the Company to: (i) act with honesty and integrity in accordance with the highest ethical standards; and (ii) place the best interests of the Company foremost in any dealings relating to the Company.

While it is not feasible to present a complete list of all situations that might present a conflict, or the appearance of a conflict of interest, and without limiting the Company's rights or remedies, no employee of the Company shall, either directly or indirectly:

- *Engage in any business, financial or professional transaction, or activity of any kind, that conflicts with the interests of the Company;*
- *Use their relationship with the Company in any way that will inure to his/her personal benefit or the benefit of his/her family;*
- *Solicit or accept any business related gifts, entertainment, or any other thing(s) of value from customer, supplier, partner, or competitor, unless de-minimus in nature, where such acceptance may influence his/her decision-making or actions with respect to the Company. For purposes of this policy, "de-minimus" shall mean any gift or entertainment of any kind with a value of less than [INR 5,000];*
- *Participate in any transaction in which the employee, or a member of the employee's family, has a personal or business interest, if there is, or might reasonably appear to be, a conflict between the employee's interest and that of the Company; or*
- *Have an interest in any entity that conducts business with the Company or competes with the Company.*

B. Outside Employment

Outside employment that creates a conflict of interest or potential conflict of interest or that affects the quality or value of your work performance or availability at Company is prohibited. The Company recognizes that you may seek additional employment during off hours, but in all cases expects that any outside employment will not affect your attendance, job performance, productivity, work hours, or scheduling, or would otherwise adversely affect your ability to effectively perform your duties or in any way create a conflict of interest. Any outside employment that will conflict with your duties and obligations to the Company should be reported to your manager. Employees are required to seek prior clearance from [Designation] for any outside employment. Failure to adhere to this policy may result in discipline up to and including termination.

C. Disclosure

You shall promptly disclose any conflict of interest, whether actual or potential, to the Head – Admin & Human Resource department. When an actual or potential conflict of interest exists, the affected employee shall abstain from taking any action with respect to the particular transaction until: (i) all relevant disclosures relating to the transaction have been made to the Company; and (ii) the Company has given its written authority to the employee to participate in the transaction. The Company may implement additional measures if necessary to deal with any conflict of interest scenario which may include requiring periodic disclosures. You consent to cooperating in such scenarios as and when required by the Company. Your non-cooperation may lead to disciplinary action including up to termination of employment.

Any violation of this policy by employees will result in appropriate disciplinary action, up to and including termination of employment.

D. Company's Discretion

This policy is implemented in the sole discretion of the Company, and it may be modified or amended at any time in the sole discretion of the Company.