



GROUP

Polices And Code of Ethics





ADDING VALUE THROUGH
INNOVATION

MaRS[®]

GROUP

MaRS Group
Code of Conduct
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Abbreviations

MaRS	: MaRS word in the policy is used to describe MaRS Planning and Engineering Services Private Limited, its subsidiaries, joint venture associations, and sister concerns
Consultant	: An Individual hired for a special task or purpose. It is not to be confused with the word employee
Sub-Consultant	: An organization hired for a special task or purpose
Company	: The organization referred to under the definition of MaRS
ABCCO	: Anti-bribery and Corruption Compliance Officer
CCO	: Chief Compliance Officer
AML	: Anti-Money Laundering
ML	: Money Laundering
Associates	: An Individual or an organization that is contracted by MaRS to provide services
Government Bodies	: Any Central/State/Municipal Government body as well as autonomous government-funded organizations and PSUs
KYC	: Know Your Customer
MLRO	: Money Laundering Reporting
CO	: Compliance Officer
BoD	: Board of Directors
CoC	: Code of Conduct
ICC	: Internal Complaints Committee
PoSH	: Prevention of Sexual Harassment

Chairman's Message

MaRS strives to be the leading company in the Engineering Consultancy domain, driven by a strong commitment to ethics.

We firmly believe that without ethical principles, all our efforts would be in vain. Therefore, ethics serve as a fundamental pillar guiding our actions and decisions, extending beyond the boundaries of laws and regulations. By adhering to ethical values, we ensure that we consistently make the best choices. These choices enable us to foster sustainable growth with our clients, cultivate mutual trust, establish enduring relationships with partners who share our ethical values, and enhance confidence in MARS among all stakeholders.

As a trusted independent agency, we have a special responsibility to behave with integrity, honesty, and loyalty.

Upholding these qualities in all our interactions will strengthen our confidence and promote our ethical attitudes throughout the Group. It is essential for MaRS employees and associates to set a positive example and encourage these behaviors.

These policies encapsulate all our ethical commitments, which are applicable to all members of the MaRS Group worldwide. Every employee and associate is expected to abide by the rules outlined in this code. **Any violation of these rules may result in disciplinary or even criminal sanctions in accordance with applicable laws.**

We encourage all staff to report any challenges they encounter in implementing these commitments or any situations that may potentially undermine these principles. MaRS is committed to protecting whistleblowers, ensuring that their concerns are treated confidentially and that thorough investigations are conducted by individuals who prioritize addressing their difficulties.

Furthermore, all employees and consultants of the Group are required to fully cooperate with internal or external audits and investigations initiated by MaRS or other relevant authorities.

We rely on each and every one of you to uphold these ethical commitments within the organization and in all interactions with clients, business partners, and other stakeholders.

You are the ambassadors and guardians of these principles, and it is through your actions that we can truly add value through innovation!

Shailesh Patel
Chairman and Managing Director
MaRS



Introduction to the Group Policies And Code of Conduct

Who is MaRS' Group Policies for?

The MaRS Group Policies serve as a reference document for all employees across the Group worldwide. It is the individual responsibility of each employee to understand, respect, and actively implement the rules and best ethical practices outlined in this Code.

Employees at all levels are accountable for effectively disseminating, ensuring comprehension, and promoting adherence to the Code of Ethics. This entails:

- Regularly discussing the Code with team members to foster proper understanding
- Encouraging employees to confidentially raise any concerns they may have
- Reinforcing the alert procedure and directing inquiries to the Group Compliance Officer as necessary
- Ensuring strict compliance with the Code of Ethics among the employees they supervise
- Leading by example and exhibiting exemplary conduct themselves.

Our Policies also apply to our business partners and consultants, including clients, sub-consultants, co-contractors, subcontractors, service providers, and suppliers. By reminding them of our expectations regarding behaviour and ethics, we aim to ensure they uphold standards equivalent to our own, particularly in relation to their employees. If any deficiencies are identified, it is our responsibility to take appropriate measures to rectify the situation.

Moreover, our Group Policies and Code of Conduct are publicly accessible to all external stakeholders, such as authorities, clients, partners, subcontractors, suppliers, and shareholders. By making it available, we commit the Group to each of these stakeholders and affirm our dedication to ethical conduct.



How to use MaRS' Code of Ethics?

At MaRS, we prioritize acting out of conviction rather than mere duty. Our values serve a dual purpose: explicitly defining our values and mission while also specifying what we deem unacceptable in the context of our activities, extending beyond legal requirements and regulations. By establishing a clear framework, we enable the practice of responsible ethics.

Certain situations may present challenges that go beyond simple compliance with a set of rules, requiring personal courage and navigating ambiguity. When facing uncertainty, our policies empower each employee to reconnect with the fundamental purpose of our work: ensuring our clients receive independent and relevant consulting. By critically evaluating situations encountered in the course of professional activities, employees can identify criteria for acting with integrity.

When in doubt, reflect on the following questions:

- Am I violating any laws, the Code of Ethics, Group policies, or procedures?
- Am I aligned with the Group's ethical rules?
- Do I treat others as I would like to be treated?
- Do I have any obligations to fulfil?
- Is my partner's behaviour in accordance with the Group's ethical rules?
- Would my decision appear improper if it were to be publicly disclosed on the front page of a newspaper?

If any of these questions raise concerns, it is crucial not to keep them to yourself. Openly discuss your concerns with the appropriate channels available to you.

Remember, your commitment to ethical conduct and your willingness to address potential issues contribute to upholding the integrity of our organization.

IF YOU ARE CONCERNED ABOUT THE ANSWER TO ANY OF THESE QUESTIONS, DON'T HESITATE TO SPEAK UP!



Corporate And Work Policies



Chapter 1

Anti-Bribery and Corruption Policy

Introduction

MaRS adopts a zero-tolerance approach to bribery and corruption. The Company conducts business affairs in a manner that shuns the use of corrupt practices or acts of bribery to obtain an unfair advantage in our dealings within the markets and communities we operate.

This policy sets out the general rules and principles we adhere to, and also communicates to all employees, directors, agents, consultants, business associates as well as relevant partners, suppliers, and other stakeholders the need to maintain high ethical and professional conduct in the course of doing the Company's business.

What is Bribery and Corruption?

- Bribery and corruption can be regarded as but not limited to the following: The offer, promise, payment, transfer, request, agreement, to receive, or the receipt of anything of value, whether directly or indirectly, to or from any person (whether a private person, corporate entity, or public official), in order to induce that person (or any other person through the aid of the recipient) to perform their roles improperly or, in the case of a public official, in order to influence them with the intention of obtaining or retaining business or an advantage in the conduct of business.
- The abuse or misuse of entrusted power or public officer for private gain.
- An inducement or reward offered, promised, or provided in order to gain any commercial, contractual, regulatory, or personal advantage through "improper performance".
- An "improper performance" happens when a person fails to act (1) in good faith, (2) impartially, or (3) in accordance with a position of trust. In addition, it affects the efficacy of investment and financing in the industrial and financial services sectors, particularly within economically disadvantaged societies. However, the mentioned categories of corrupt practices above are not closed but also include diverse acts amounting to bribery and breach of ethical rules and standards.



Scope of the Policy

This Anti-Bribery and Corruption Policy is designed to comply with all applicable anti-bribery laws covering both international and local jurisdictions.

MaRS Anti-Bribery and Corruption Policy requires that employees, directors, business associates, vendors, Sub-consulting agencies, and sub-contracting agencies of MaRS are:

- Prohibited from offering, promising, giving, requesting, accepting, or agreeing to receive a bribe of any kind in any form, directly or indirectly.
- Prohibited from making facilitation or gratification payments, even if this represents local practice or custom.
 - Prohibited from offering, promising, or transferring anything of value to a public official in order to influence the public official and obtain or retain business or an advantage for the benefit of MaRS (or to obtain or retain an advantage for any employee, any other entity, or person). This includes offers, promises, or transfers made to any third party (such as a public official's family members or business associates) in order to influence a public official.
- To carry out appropriate due diligence on parties when MaRS proposes to engage them to perform services for, or on behalf of the Company, and to include appropriate anti-bribery and anti-corruption clauses in contractual arrangements with such parties.
- Prohibited from offering/giving/accepting gifts from third parties of any value.
- To undertake appropriate anti-bribery and anti-corruption training and awareness programs at least once every year.
- To audit donations and sponsorships from time to time and ensure that such donations/sponsorships are not disguised to obtain undue favours for the company. The policy also contains procedures for employees, directors, consultants, and business associates of MaRS on how to manage the risks of facilitation payments and contains provisions on charitable donations, sponsorship, and record keeping. Failure by any employees, directors, agents, Consultants, or associates to comply with the policy requirements may lead to disciplinary action up to and including dismissal or termination of employment or appointment.

Purpose

The purpose of this policy is to:

- Set out MaRS responsibilities and that of all staff, directors, or business associates, in observing and upholding the firm's principles on bribery and corruption;
- Provide information and guidance to staff, directors, and business associates on how to recognize and deal with bribery and corruption issues.

Stakeholders

This policy will apply to MaRS and its subsidiaries, venture firms, and sister concerns. It is important that it be read and adhered to at all times. The policy applies to all individuals working at all levels and grades, including managers, officers, directors, employees, consultants, contractors, sub-consultants, or any other person associated with the Company or its employees, wherever located (collectively referred to as employees in this policy).

Risk Assessment

Effective risk assessment lies at the very core of the success or failure of this policy. Risk identification pinpoints the specific areas in which the Company faces bribery and corruption risks and allows the Company to better evaluate and mitigate these risks and thereby protect the brand.

Business practices around the world can be deeply rooted in attitudes, cultures, and models which Management needs to assess the vulnerability of the Company to bribery and corruption risks. The risk assessment shall include an assessment of external risks (country, sector, transactions, business opportunities, and business partner's risks).

PERIODIC REVIEW AND MONITORING

MaRS shall conduct an assessment of the Anti-bribery and Corruption Policy on an annual basis and report this to the Board to provide reasonable assurance that the program has continued to function effectively.

Statement of Policy

It is an offence to:

- Bribe another person
- Be bribed
- Bribe a public official
- MaRS employees, directors, business associates, consultants, and stakeholders must never offer, promise, or give financial or other advantages to any person (including a public official) with the intention of rewarding improper performance by them in the course of duty.
- MaRS employees, directors, business associates, consultants, and other stakeholders must never directly or indirectly accept or agree to receive financial or other advantages as reward for the improper performance of their duties. It makes no difference whether the advantage is for them or a third party or the Company.
- In this policy "third party" means any individual or organization we come into contact with during the course of doing business and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, including their advisors, representatives, and officials, politicians and political parties.

This Policy should be read in conjunction with other related policies and regulations such as:

Our Principles

- It is MaRS policy to conduct all its business in an honest and ethical manner. The Company adopts a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly, and with integrity in all of its business dealings and relationships wherever it operates.
- It is the Company's requirement that those it does business with take a similar zero-tolerance approach to bribery and corruption.
- The Company is bound by the laws of international and local laws relevant to countering bribery and corruption in the jurisdictions in which it operates.
- Bribery and corruption are criminal offences and are punishable for individuals by up to ten years' imprisonment and an unlimited fine which can also apply to the institution. The Company, therefore, takes its legal responsibilities in this regard seriously and expects all the stakeholders to do the same.



KYC Documentation Requirement

The Company is obliged to confirm and verify the identity of each person who enters into a business relationship with them. Hence, as part of the Company's obligations to comply with applicable Anti-money laundering & Know Your Customer legislation, the Company requests its Clients and business partners to provide certain Verification Documents.

However, it is important that the Firm's customers conform to the Firm's principles and standards. Among other things, the following principles are considered a part of the Know Your Customer procedure:

- The Company will not accept as Clients persons engaged in unethical behaviour or in illegal activities;
- The Company will not accept as Clients or associates, parties that they cannot make a well-informed and reasonable judgment as to the activities in which they are engaged;
- The Company will not accept as Clients, persons unwilling to provide sufficient documents/data and information.
- The Company will accept only those new Clients who complete the appropriate risk assessment forms and provide the Company with all necessary Verification Documents and information to the satisfaction of the MaRS.
- The Company will accept a prospective or potential Client only when it becomes fully satisfied that the Client complies with Know Your Customer and due diligence procedures to ensure that a new relationship with the potential Client does not negatively affect the reputation of the Firm.

For the proper identification of the client and performing due diligence procedures, MaRS will use the KYC Checklist as a tool being an integral part of the client/ third party acceptance or continuance procedures. The information in the KYC form shall be maintained and constantly updated whenever relevant new information about the business partner surfaces.

If, during the business relationship, a Client or vendor fails or refuses to submit, within a reasonable timeframe set by the Company, the required documents, data, and information requested by the Firm; the Company is entitled to terminate the business relationship. Moreover, during the business relationship additional documents may be requested by the Company and/or an update of the existing documents. If the Client or vendor denies providing these documents without any legitimate reason, the Company is entitled to terminate the business relationship.

The Client or vendor warrants that at all times all the information provided to the Company shall be true, accurate, up to date, and complete and that the Client shall update the Company in writing via e-mail (sent to the Company from the Client's registered e-mail address) or letter upon any changes in regard to the information provided.

Client or vendors hereby agrees that the information collected and obtained from them may be used by the Company, and regulatory bodies to conduct identity, fraud, AML, credit, and other checks and the Client or vendor hereby authorizes the above entities to conduct the said checks.



Responsibility for the Policy

The Company's Board of Directors has overall responsibility for ensuring this policy complies with the legal and ethical obligations, and that all those under the Company's control comply with it.

- Management and senior staff at all levels are responsible for ensuring that staff reporting to them are made aware of and understand the policy.
- Responsibility of Key Officers
- Anti-bribery and Corruption Compliance Officer (ABCCO).

The firm shall appoint an ABCC officer who occupies a senior management position or at least middle management role. The responsibilities of the ABCCO include:

- Develop and implement the Company's Anti-bribery and Corruption Program.
- Conduct an annual risk assessment that identifies and assesses the internal and external risks of the Company relating to bribery and corruption practices.
- Ensure that all employees are required to confirm understanding and compliance with the Anti-bribery and corruption policy of the Company on an annual basis.
- Ensure delivery of relevant training and awareness to employees throughout MaRS to support them in meeting their responsibilities.
- Providing guidance and ongoing training opportunities for vendors, suppliers, and business partners on anti-bribery and corruption.
- Establish and implement an effective Anti-bribery and Corruption monitoring program across all risk areas in the Company.
- Ensure that there are appropriate means to investigate and record instances or allegations of bribery/corruption in the Company.
- Chief Compliance Officer (CCO)

Either internal or outsourced, shall oversee the activity of the ABCCO and provide second-level advice to management on the compliance posture of MaRS to the firm's ABC policy at all times. The compliance officer shall examine any form of non-compliance to the attention of senior management and the board.

Chief Internal Auditor

The Chief Internal Auditor audits the Anti-Bribery and Corruption programme periodically and the donations made during the period to ascertain adequacy and adherence to internal controls.



Chapter 2

Anti-Money Laundering Policy

Scope

This policy is applicable to MaRS as well as Third Parties, who act for and/or represent MaRS in its activities.

Content of the Policy

The following principles will be incorporated into the business practices of MaRS:

- MaRS will make a reasonable effort to determine the true identity of all third parties requesting the company's services.
- MaRS will take particular care to identify the ownership of all contract agreements.
- MaRS will put in place a process for the identification of unusual transactions and activities that are inconsistent with the third party's known business.

In this regard, the company will establish a set of procedures that facilitates the collation of sufficient information for each customer. The primary objective of such procedures is to enable MaRS to predict with relative certainty the types of transactions in which a customer is likely to engage.

- Once identified, MaRS will report suspicious transactions to appropriate personnel as directed by their businesses' policies and procedures.
- Establish internal training programs.
- MaRS shall not deal with shell companies, i.e. companies incorporated in a jurisdiction in which it has no physical presence and is not affiliated with regulated sectors.

Staff Training

Every employee (interns, staff of all operational and managerial levels, advisors, directors, and officers) of the company, shall be trained on AML at a minimum of once a year.

Anti-money Laundering Policies, Procedures, and Regulatory Requirements

Definition of money laundering and terrorist financing

Money laundering is a process in which assets obtained or generated by criminal activity are moved or concealed to obscure their link with the crime. Perpetrators of the crime find ways to launder the funds in order to use them without drawing the attention of authorities.

Money laundering empowers corruption and organized crime where corrupt public officials and criminals are able to launder proceeds from crimes, bribes, kickbacks, public funds, and on some occasions, even development loans from international financial institutions. Organized criminal groups want to be able to launder the proceeds of drug trafficking and commodity smuggling through the financial systems without a trace. In the modern-day definition, money laundering now covers various offences including child trafficking, prostitution, etc. Generally, money laundering has three stages;

Placement

The physical disposal of cash/property derived from criminal activity. The purpose of this stage is to introduce proceeds into the traditional or non-traditional financial system without attracting attention e.g. purchase of artwork, cash deposits, casinos, etc.

Layering

This involves separating the source of proceeds from ownership by changing the form. It is designed to hamper audit trail e.g. complex wire transfers, reselling of assets/properties, purchase of multiple investment-linked life policies to disguise the origin of funds, etc.

Integration

Re-channelling the laundered funds back to the financial system as legitimate funds. The degree of sophistication and complexity in the money laundering scheme is infinite and is limited only by the creative imagination and expertise of criminals. Terrorist activities are sometimes funded from the proceeds of illegal activities. Although often linked in legislation and regulation, terrorist financing and money laundering are conceptual opposites. Money laundering is the process where cash raised from criminal activities is made to look legitimate for reintegration into the financial system, whereas terrorist financing cares little about the source of the funds, but it is what the funds are to be used for that defines its scope.

The Implication and Impact of Money Laundering on MaRS

Where Anti-Money Laundering rules apply, compliance by the stakeholders of MaRS is mandatory.

Four key principles apply:

- Staff and key stakeholders of MaRS should not engage in money laundering activities knowingly.
- Staff and key stakeholders of MaRS should not assist others in engaging in money laundering activities.
- MaRS and its personnel should not interfere with an authorized official investigation of money laundering.
- Personnel of MaRS must implement appropriate processes, systems, and controls to ensure compliance with local AML laws and regulations.

Failure of MaRS and its staff, consultants, and associates to observe these principles not only damage the reputation, brand, and goodwill of both MaRS and the network of MaRS but also risks exposure to criminal prosecution and or regulatory action.

The Importance of Money Laundering To the Individual Employee and MaRS

In adhering to this Policy, as with every aspect of its business, MaRS expects that its employees will conduct themselves in accordance with the highest ethical standards. MaRS also expects its employees to conduct business in accordance with applicable money laundering laws. MaRS employees shall not knowingly provide assistance to individuals who attempt to violate or avoid money laundering laws or this Policy.

Money Laundering laws apply not only to criminals who try to launder their ill-gotten gains but also to institutions and their employees who participate in those transactions if the employees know that the property is criminally derived. "Knowledge" includes the concepts of "wilful blindness" and "conscious avoidance of knowledge". Thus, employees whose suspicions are aroused, but who then deliberately fail to make further inquiries, wishing to remain ignorant, may be considered under the law to have the requisite "knowledge".

MaRS employees who suspect money laundering activities should refer the matter to appropriate personnel as directed by their businesses' policies and procedures. Failure to adhere to this Policy may subject MaRS employees, consultants, and associates to disciplinary action up to and including termination of employment. Violations of money laundering laws also may subject MaRS employees to imprisonment and, together with MaRS, to fines, forfeiture of assets, and other serious punishments.

As a company, the under-listed policies are put in place to guard against signing on persons and organizations involved in money laundering activities:

Principle of "Know Your Customer" (KYC)

- Customers are required to complete forms that capture information that will enable the Company to access the money laundering risk of the customer or the transaction.
- Relationships with the customer should not be established until we are convinced that the customer is not involved in money laundering activities.
- For all high-risk businesses, site visitation of the client's address shall be carried out.
- The form shall capture enough KYC details to ensure that organizations or persons involved in money laundering activity are not signed on as customers.
- The company's relationship managers and other officers of the company should be trained to be able to recognize suspicious transactions, such that timely returns could be rendered to the regulatory authorities.
- Money laundering training should also be part of courses conducted for new staff members of the company.
- Suspicious transactions shall be reported to regulatory authorities as soon as such are detected.
- Appropriate measures shall be put in place to ensure that blacklisted terrorist organizations circularized by the FIC are not signed on as customers.
- Excludes Government Officials and Government Bodies.

Standard Principle of "Customer Identification" (KYC)

MaRS shall have policies and procedures to determine and document at the time of the establishment of the business relationship, information that is commensurate with the assessment of the money laundering risks posed by the customer's expected to use service as shown below in KYC FORM

MaRS businesses shall have policies and procedures for obtaining and updating customers' information obtained at the time of the establishment of a relationship i.e. "customer's profile". To achieve this, customers' information shall be obtained and updated during the on-boarding stage.

KYC Documentation Requirement

The Company is obliged to confirm and verify the identity of each person who enters into a business relationship with them. Hence, as part of the Company's obligations to comply with applicable Anti-money laundering & Know Your Customer legislation, the Company requests its Clients and business partners to provide certain Verification Documents. However, it is

important that the Firm's customers conform to the Firm's principles and standards. Among other things, the following principles are considered a part of the Know Your Customer procedure:

- The Company will not accept as Clients persons engaged in unethical behaviour or in illegal activities;
- The Company will not accept as Clients or associates, parties that they cannot make a well-informed and reasonable judgment as to the activities in which they are engaged;
- The Company will not accept as Clients, persons unwilling to provide sufficient documents/data and information.
- The Company will accept only those new Clients who complete the appropriate risk assessment forms and provide the Company with all necessary Verification Documents and information to the satisfaction of the MaRS.
- The Company will accept a prospective or potential Client only when it becomes fully satisfied that the Client complies with Know Your Customer and due diligence procedures to ensure that a new relationship with the potential Client does not negatively affect the reputation of the Firm.

For the proper identification of the client and performing due diligence procedures, MaRS will use the KYC Checklist as a tool, being an integral part of the client/third-party acceptance or continuance procedures.

The information in the KYC form shall be maintained and constantly updated whenever relevant new information about the business partner surfaces.

If, during the business relationship, a Client or vendor fails or refuses to submit, within a reasonable timeframe set by the Company, the required documents, data, and information requested by the Firm; the Company is entitled to terminate the business relationship. Moreover, during the business relationship additional documents may be requested by the Company and/or an update of the existing documents. If the Client or vendor denies providing these documents without any legitimate reason, the Company is entitled to terminate the business relationship. The Client or vendor warrants that at all times all the information provided to the Company shall be true, accurate, up to date, and complete and that the Client shall update the Company in writing via e-mail (send to the Company from the Client's registered e-mail address) or letter upon any changes in regard to the information provided.

Client or vendors hereby agrees that the information collected and obtained from them may be used by the Company, and regulatory bodies to conduct identity, fraud, AML, credit, and other checks and the Client or vendor hereby authorizes the above entities to conduct the said checks.

Key Stakeholders Responsibilities

Board of Directors

- The Company's Board of Directors (BoD) has overall responsibility for ensuring this policy complies with the legal and ethical obligations, and that all those under the Company's control comply with it.
- The Board shall approve AML policies that promote a culture of compliance.

Senior Management

The Senior Management of the company shall be responsible for managing the business effectively, in relation to AML systems. The senior management should;

- Be satisfied that the company's AML systems are capable of addressing the ML risks identified
- Appoint a director or senior manager as a compliance officer who has overall responsibility for the establishment and maintenance of the company's AML systems
- Appoint a senior member of staff as the Money Laundering Reporting Officer (MLRO) who will be the central reference point for suspicious transaction reporting

Compliance Officer and Money Laundering Reporting Officer

The function of the Compliance Officer (CO) is to act as the focal point within the company for the oversight of all activities relating to the prevention and detection of ML and providing support and guidance to the senior management to ensure that ML risks are adequately managed. In particular, the CO assumes responsibility for:

- Developing and/or continuously reviewing the company's AML systems to ensure they remain up-to-date and meet current statutory and regulatory requirements.
- The oversight of all aspects of the AML systems, which includes monitoring effectiveness and enhancing the controls and procedures where necessary.

Compliance and Audit Function

The independent compliance and audit function will have a direct line of communication with the senior management. The audit function either internal or outsourced shall;

- Regularly review the AML system to ensure effectiveness.
- Ensure important matters are escalated.
- Ensure proper compliance and implementation of AML policies.
- Shall have a direct reporting line to the BoD.

Money Laundering Reporting Officer (MLRO)

The MLRO should play an active role in the identification and reporting of suspicious transactions. Principal functions performed are expected to include:

- Review all internal disclosures and exception reports and, in light of all available relevant information, determine whether or not it is necessary to make a report.
- Maintenance of all records related to such internal reviews.
- Act as the main point of contact with law enforcement, and any other competent authorities in relation to ML prevention and detection, investigation, or compliance.

Third Parties

Third Parties must ensure the provision of timely, accurate, and adequate information to enhance the due diligence checks performed.

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Third Parties

Third Parties must ensure the provision of timely, accurate, and adequate information to enhance the due diligence checks performed.

Record Keeping

Employees are encouraged and mandated to immediately report all suspicious transactions to the MLRO for further investigation and report to the FIC. STRs must be filed when Customer:

- Presents fake documentation; or
- Is found to have been suspected in news publications, example, Wanted Persons etc.; or
- Is involved in identity theft, that is, presents fake Identity card to impersonate someone else in order to have access to a transaction; or
- Fails to complete the required Customer Relationship Form within the stipulated time.

Continuous Monitoring

Effective ongoing monitoring is vital for understanding of customers' activities and an integral part of effective AML systems. It helps companies to know their customers and to detect unusual or suspicious activities.

MaRS will continuously monitor its business relationship with customers by:

- Reviewing from time to time documents, data, and information relating to the customer and obtained to ensure that they are up-to-date and relevant;
- Monitoring the activities (including cash and non-cash transactions) of the customer to ensure that they are consistent with the nature of the business, the risk profile, and the source of funds. An unusual transaction may be in the form of activity that is inconsistent with the expected pattern for that customer, or with the normal business activities for the type of product or service that is being delivered; and
- Identifying transactions that are complex, large, or unusual or patterns of transactions that have no apparent economic or lawful purpose and which may indicate ML. Failure to conduct ongoing monitoring could expose MaRS to potential abuse by criminals and may call into question the adequacy of systems and controls, or the prudence and integrity or fitness and properness of MaRS management.

How to Raise a Concern

- Employees, directors, consultants, and all stakeholders are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage via designated whistle-blowing channels.
- To guarantee the anonymity of employees and other persons who may want to report suspicious malpractices, management will from time to time deploy the services of an independent whistle-blowing platform/firm.

Chapter 3

Gifts and Hospitality Policy



In consideration of services rendered, being rendered or to be rendered, employees shall not ask for, receive, consent, or agree to receive, any gift, commission, employment, service, gratuity, money, property, or anything of value for their personal benefit or advantage or for that of their spouses and dependents from a customer of, or a supplier to MaRS.

A gift and hospitality register shall be maintained to record details of gifts received or given. All gifts and donations whose values exceed the Rupees equivalent of Rs. 2500/- (Rupees Two Thousand Five Hundred Only) will have to be declared for approval by management.

- While it is recognized that the exchange of gifts is customary in festive seasons, employees shall not during these seasons accept gifts with an excess value of Rs. 2500/- (Rupees Two Thousand Five Hundred Only) of any kind from any customer or supplier without declaration and approval
- Where the employees are in doubt as to the value of the gift, the affected employee should declare such gift to Management through the Head, Human Resources.
- If in any circumstance, the refusal of any gift referred to herein would adversely affect the relationship of the giver with MaRS, the affected employee shall make a report of and deliver such gift to Management.
- In every case and regardless of time or season, employees shall make every effort to discern whether any gift is truly a gift or an inducement, and in the case of the latter, employees shall reject the gift regardless of the value, in its entirety.

The giving or receipt of gifts and hospitality is not prohibited if the following requirements are met:

- Disclosure to the management in advance (where it is possible to do, or as soon as possible afterward);
- It is not made with the intention of influencing, inducing, or rewarding a third party in order to gain any advantage through improper performance, or in explicit or implicit exchange for favours or benefits.
- It complies with local laws
- It is given in MaRS' name
- It is appropriate in the circumstances
- Taking into account the reason for the gift, if it is an appropriate type and value and given at an appropriate time provided MaRS is not participating in any tendering process with the recipient.
- It is given openly, not secretly
- Gifts and/or hospitality are not offered to, or accepted by, government officials or representatives or politicians, or political parties, without the prior approval of the management.

NOTE: Gifts in hampers and related forms received by the staff of MaRS at any time will be submitted/disclosed to their reporting authority or the Human Resources Manager.

Facilitation Payments

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

We do not make, and will not accept, facilitation payments or “kickbacks” of any kind.

- Kickbacks are typically payments made in return for a business favour or advantage. All employees, directors, and business associates must avoid any activity that might lead to, or suggest that a facilitation payment or kickback will be made or accepted by MaRS.
- If an employee or director or consultant or sub-consultant or subcontractor is asked to make a payment on behalf of MaRS, the purpose should be known and the amount should be proportionate to the goods or services provided.
- Whilst the law prohibits facilitation payments or kickbacks, no employee, consultant, director, or business associate is required to place his/her professional integrity at risk.

Donations

MaRS will not make contributions to political parties in the pursuit of their objectives. MaRS only makes charitable donations that are legal and ethical under local laws and practices. Requests for sponsorship and donations should be forwarded to the head of legal and compliance for advice.

Record-keeping

MaRS shall keep financial records and have appropriate internal controls in place, which will evidence the business reason for making and/or receiving payments in respect of donations, hospitality, gifts, etc. to and from third parties.

- MaRS shall ensure that all expense payments relating to donations, hospitality, and gifts to third parties are submitted in accordance with the Expense Policy and specifically record the reason for the expenditure.
- All accounts, invoices, memoranda, and other documents and records relating to dealings with third parties, such as customers, suppliers, and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept “off-book” to facilitate or conceal improper payments.

Communication and Training

All employees, consultants, and directors of MaRS shall undertake appropriate Anti-bribery and Corruption training at least once a year. MaRS internal and external communication shall emphasize MaRS’ commitment to anti-bribery and corruption practices.

What Is Not Acceptable?

In addition to the above, it is not acceptable for employees, consultants, directors, or business associates to:

- Give, promise to give or offer, a payment, gift, or hospitality with the intention of influencing, inducing, or rewarding improper performance
- Give, promise to give, or offer, a payment, gift, or hospitality to a government official, agent, or representative to “facilitate or expedite a routine procedure” (where the payment is not a legitimate payment pursuant to local written law)
- Accept from a third-party, payment that you know or suspect is offered with the expectation that it will obtain a business advantage for them which will be obtained through improper performance by the employee or directors

- Accept a gift or hospitality from a third party if it is known or suspected that it is offered or provided with the intention of influencing improper performance
- Threaten or retaliate against another employee/director who has refused to commit a bribery offence or who has raised concerns under this policy
- Engage in any activity that might lead to a breach of this policy in any respect.

How to Raise a Concern

- Employees, directors, and all stakeholders are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage via designated whistle-blowing channels
- To guarantee the anonymity of employees and other persons who may want to report suspicious malpractices, management will from time to time deploy the services of an independent whistle-blowing platform/firm.

Protection

Employees, directors and all stakeholders that refuse to accept or offer a bribe or those who raise concerns or report another's wrongdoing, are free from repercussions as they have acted in good faith.

Chapter 4

Corporate Social Responsibility Policy



Introduction:

MaRS has identified Corporate Social Responsibility (CSR) as a strategic tool for sustainable growth. For MaRS, CSR means not only an investment of funds for social activity but also a continuous integration of business processes with social processes.

MaRS constituted CSR Committee to steer our CSR agenda and guiding principles by taking into consideration the position of our stakeholders, the spirit of trusteeship, and the intention of enhancing social capital.

The CSR Policy:

MaRS would carry out the following activities:

- Eradicating hunger, and malnutrition, promoting preventive health care and sanitation.
- Promoting education, including special education and employment enhancing vocation skills.
- Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief.
- Rural development projects.

CSR funding and allocation:

For achieving its CSR objectives through the implementation of meaningful and sustainable CSR programs, MaRS will annually contribute up to 2% of average profits for the last three years towards CSR activities.

CSR contribution for the year will be determined by MaRS management at the beginning of each financial year based on audited financial statements for the last three years.

Any unspent CSR allocation of a particular year will be reviewed by the CSR Committee and a decision would be taken on whether the unspent amount should be carried over to the subsequent year/s. The CSR Committee, while determining the requirement for carrying over to next year, will consider various factors like availability of desired projects, utilization trend, practical aspects of spending the required amount in a particular timeframe, and the best interests of all the stakeholders.

Applicability:

MaRS CSR Policy has been prepared in accordance with Section 135 of the Companies Act, 2013 (referred to as the Act in this policy) on CSR and in accordance with the CSR rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India, in 2014.

Implementation:

MaRS CSR initiatives will be implemented by the MaRS management under the guidance of the Corporate Social Responsibility Committee (the "Committee") of the Board of Directors (the "BoD") of MaRS.

Constitution of the CSR Committee:

The Committee shall consist of a minimum of three members with at least one being a Director. The present constitution of the CSR Committee is as follows:-

| **Mr. Shaileshkumar Patel**
(Chairman)

| **Ms. Minalben Patel**
(Member)

| **Mr. Sourabh Agarwal**
(Member)

| **Ms. Surbhi Agarwal**
(Member)

| **Mr. Sukumar Doshi**
(Member)

The Board has the authority to reconstitute this Committee from time to time.

Meetings and Quorum:

The Committee shall meet at least twice a year. Two members present shall form the quorum for the meeting of the Committee.

Roles and responsibilities of the Committee:

The roles and responsibilities of the Committee shall be the following:

- Formulate, monitor, and recommend to the BoD, the CSR Policy.
- Recommend to the Board, modification to the CSR Policy as and when required.
- Recommend to the Board, the amount of expenditure to be incurred on the activities undertaken.
- Review the performance of the Company in the area of CSR, including the evaluation of the impact of the Company's CSR activities.
- Review the Company's disclosure of CSR matters.
- Consider other functions, as defined by the Board, or as may be stipulated under any law, rule or regulation, including the Listing Agreement and the Companies Act, 2013.

Policy review:

The Policy is framed based on the provisions of the Companies Act, 2013 and rules there under. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the Policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

This Policy shall be reviewed by the Corporate Social Responsibility Committee as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be given for approval of the Board of Directors.

Chapter 5

Inclusivity Policy



There has never been a more important time for MaRS to make diversity and inclusion a priority.

MaRS is more open to new people and is more active in its efforts to recruit and retain professionals from all backgrounds and walks of life and make MaRS a welcoming place for everyone.

Creating a diverse team helps businesses grow and supports minorities, and the time is ripe for this MaRS to embrace inclusion. Here's why diversity and inclusion are critical for the future of MaRS, and how the MaRS can start to better implement these principles.

THE CURRENT STATE OF MaRS

The Company considers Men and Women of all castes and religions as equal. It creates an equal opportunity for all at all levels of the Company and that too without any racial minorities.

THE IMPORTANCE OF DIVERSITY AND INCLUSION

Becoming a more diverse and inclusive MaRS is important to the long-term health of MaRS. Diversity is essential to MaRS as

1. AVOIDS EMPLOYMENT GAPS

Hiring a diverse team helps MaRS in avoiding with labour shortages. As the housing demand increases, the industry will hire more workers. Supporting under-represented individuals can give MaRS a competitive edge.

2. IT FOSTERS ENGAGEMENT

Creating a diverse team will make employees feel more welcomed and happier. Feeling like everyone has a place can increase engagement levels, and people are more likely to be productive and stay at the company longer.

3. IT IMPROVES COMPANY PERFORMANCE

Being open to hiring underrepresented groups allows managers to find qualified talent. Limiting biases widens their candidate pool. For example, hiring veterans can bring valuable skills that stress the importance of safety. They can be strong leaders and are familiar with operating heavy machinery.

With more talented workers, a company can be more productive. A diverse firm's productivity is higher than those lacking inclusion.

4. IT BOOSTS INNOVATION

Consultants often need to make quick decisions or come up with creative solutions. Having a diverse group of individuals can bring up different perspectives that may lead to faster resolutions. This innovation can help employers outperform other companies.

5. IT CAN BOOST A COMPANY'S REPUTATION

When companies show they are willing to hire minority groups, it paints them in a positive light. The increase in reputation helps employers attract new talent and gain more business. Organizations showing they're progressive can even break down traditional gender stereotypes.

STEPS IN THE RIGHT DIRECTION

Despite the challenges for underrepresented groups, MaRS has been taking some steps. Multiple support networks shall be made available to reduce the marginalization of women. To offer education to women workforce.

To work with the local community to offer courses for girls. To highlight scholarship opportunities and share personal stories.

To play a role by supporting women in MaRS.

HOW TO INCREASE DIVERSITY

While MaRS is making strides, there is still more that can be done. Here are some strategies to improve diversity in MaRS.

1. OVERCOME LANGUAGE BARRIERS

To accommodate people from all backgrounds. Offering a language training program for employees not fluent in English is a good start. Managers can also use visuals when explaining projects. Improving communication among the team is essential to ensure employee safety.

2. OFFER MORE EDUCATIONAL OPPORTUNITIES

Minorities often face more barriers when it comes to educational opportunities. MaRS shall provide real-world experiences to help improve skills. For example, a company could partner with a community college and explain what it's like to work in our particular company.

Employers should encourage technical training before college degrees and encourage minorities to take advantage of this education to qualify for leadership positions.

3. PROVIDE A MORE INCLUSIVE ENVIRONMENT

Creating a diverse workforce means giving everyone equal opportunities, and offering women leadership roles can help reduce gender biases. While many women work in administrative functions, only one in 20 hold leadership positions. Also, promoting women can give young girls a model to look up to.

4. RE-EVALUATE CURRENT POLICIES

Managers need to educate themselves on inclusive behaviours and unconscious biases and pass this knowledge to their employees. They can also change a company's structure by re-examining anti-discrimination policies and promotion criteria. A company that promotes inclusivity can help attract the younger generation.

5. BUILD PARTNERSHIPS

MaRS shall work with other organizations, such as colleges and vocational schools. It can help them find top talent and promote their business.

MaRS shall also work with career programs.

6. INTEGRATE TECHNOLOGY

MaRS has been slower to adopt new technology, but it can help improve process efficiency. For example, artificial intelligence can make planning and scheduling projects quicker.

Also, integrating modern tech can attract the younger generation to the industry.

7. SUPPORT OPEN COMMUNICATION

Employers need to encourage open communication and allow minorities to share their stories. Managers also need to create an environment where employees are comfortable speaking up.

FOSTERING AN ENVIRONMENT OF DIVERSITY AND INCLUSION

MaRS faces challenges when it comes to creating a diverse workforce, but it can be highly beneficial to a company's productivity. Taking steps to promote inclusion allows companies to have more room for growth in a competitive environment.



GROUP

Employee, Consultant, And Associate Related Policies



Chapter 6

Code of Conduct and Ethics Policy



Introduction

Ethics is an integral part of the culture of the MaRS. It is also good business.

One of the key factors to our success over the past century has been our reputation for integrity and fair dealings. Our reputation continues to be one of our most valuable assets as we move forward in our next century of business.

The requirement that the personnel of MaRS must act in accordance with both legal requirements and ethical principles is reflected in our organization's Vision, Values, and Guiding Principles, and in a number of our policies. This Code of Conduct brings together those policies, provides additional guidance on legal and ethical conduct, and implements systems to better ensure compliance.

The stylized ripple that you see throughout this code is a symbol of our commitment to legal and ethical conduct. Like a stone thrown in a pool of water, we acknowledge that every one of our actions has a ripple effect that spreads outward, impacting many others along the way.

This code and its associated policies are intended to help ensure that the actions of all of us reflect well on ourselves, our colleagues, and MaRS.

Our Code

Our Core Values

Honesty

- We are open, candid, and truthful.

Integrity

- Our word is our bond. We do what we say.
- We live up to the highest standards of fairness and ethical behaviour.

Respect

- We work hard to earn our business partners' trust and respect on every project we undertake.
- We are all responsible for building and protecting our reputation as the contractor of choice.

Dynamic Culture

- We constantly seek new opportunities to learn, improve, teach, and add value.

Passion

- We love what we do.
- We take the lead, and we lead by example.

Public Disclosures

We are committed to full, fair, accurate, timely, and understandable disclosure in all public communications, including all periodic reports and documents filed with government entities. Those disclosure obligations apply to all persons who have any responsibility for preparing, drafting, reviewing, signing, or certifying the information contained in such reports. This requires operating in an environment of open communication, while not compromising proprietary and confidentiality concerns.

Adhere to All Competition and Antitrust Laws

Competition laws and antitrust laws are designed to protect the free enterprise system and to promote open and fair competition.

Competition and antitrust laws are vigorously enforced. Violations may result in severe penalties and significant fines against the company. There may also be sanctions against individuals, including substantial fines and prison sentences.

In your dealings with competitors, including competitive bidding, teaming agreements, or joint ventures, you must be familiar with the applicable competition and antitrust laws that apply to those activities and you must comply with MaRS competition and antitrust policies.

Political Contributions and Activities

We encourage you to become involved in civic affairs and to participate in the political process. However, any involvement and participation must be on an individual basis, on your own time, and at your own expense.

The law prohibits corporations from donating corporate funds, goods, or services, directly or indirectly, to candidates for central offices. This includes employees' work time. Local and state laws also govern political contributions and activities as they apply to their respective jurisdictions.

Corporations are prohibited from making political contributions to central parties and candidates for central office. Provincial legislation also governs political contributions and activities as they apply to their respective jurisdictions.

Bidding, Negotiating, and Performing Contracts

We will compete fairly and ethically for all business opportunities. In circumstances where there is reason to believe that the release or the receipt of non-public information is unauthorized (such as when doing business with the government), we will not attempt to obtain and will not accept such information from any source.

If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective clients are accurate and truthful.

We deliver what we contract to do. We pride ourselves in always delivering a quality work product, consistent with all of our contractual obligations. Our commitment to deliver is never compromised by cutting corners.

Gifts, Gratuities, and Business Courtesies

General Guidance

Favourable treatment must not be sought, received, or given in exchange for furnishing or receiving gratuities. We must also avoid any acts that might give the appearance that such

Our Commitment

In support of our core values, each employee, officer, and director of MaRS, and each agent, consultant, and contract worker engaged by MaRS commits to abide by this Code of Conduct. Each of those persons also commits to abide by all the policies referenced in this code that are relevant to that person. Violations will be the cause for corrective action, which may result in disciplinary action up to and including termination of employment or services contract.

Obey the Law

We will conduct our business in accordance with all applicable laws and regulations.

Act Ethically

We will conduct our business in accordance with the highest standards of ethics. Most ethical problems can be avoided by exercising common sense.

Promote a Positive and Ethical Work Environment

We will provide a positive and ethical work environment that supports doing what is right, respecting others, and performing with high standards. We must be careful in our words and our conduct to avoid placing, or seeming to place, pressure on others that could cause them to deviate from acceptable ethical behaviour. While all of us must contribute to the creation and maintenance of such an environment, our executives and management personnel assume special responsibility for fostering a positive and ethical work environment.

We will provide a workplace where everyone feels respected, satisfied, and appreciated. We will respect diversity, equity, and inclusion. We will comply with all applicable anti-discrimination laws, wherever we do business, and with the requirements of our harassment and discrimination policies.

We will provide a safe and healthy work environment and observe environmentally sound business practices. We will comply with the requirements of all applicable laws and all of our policies respecting safety and the environment.

Avoid Conflicts of Interest

Directors, officers, employees, agents, consultants, and contract workers of a company have a duty to advance the legitimate interests of that company. A conflict of interest occurs whenever that person's private interests are not aligned with – or appear not to be aligned with – the interests of that company.

In addition, you must avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. You must not use company property or information for personal gain, or take for yourself personally any opportunity that is discovered through your position with MaRS. If you enter into a contract with MaRS, the terms of that contract must be on an arm's length basis and must be approved by your Approving Officer.

Recordkeeping

Transactions between MaRS and its clients, sub-consultants or subcontractors, and suppliers must be promptly and accurately recorded in accordance with generally accepted accounting practices and principles.

You must not misrepresent facts in company records or falsify company records. Costs incurred on one project must not be charged to another project unless expressly permitted by the contract and applicable laws.

favourable treatment was sought, received, or given. We will not tolerate any violation of applicable law or of our policies related to gifts, gratuities, and business courtesies.

Business Courtesy Policy

Specific guidance on offering, giving, or receiving gifts, gratuities, and business courtesies is set out in the Business Courtesy Policy.

Gifts, gratuities, and business courtesies to government employees and elected officials

Central, provincial, territorial, state, and local government departments and agencies and their employees, and elected officials are governed by a number of complex laws and regulations concerning the acceptance of food, entertainment, gifts, gratuities, and other things of value from firms and persons with whom those government departments, agencies, employees and officials do business, or over whom they have regulatory authority. Laws that establish rules relating to lobbying activities are designed to ensure that the transparency and integrity of legislative and other government processes are preserved. MaRS will comply with all such laws. For operating, further guidance, and approval requirements, you must consult with Legal Counsel to clarify the applicable laws and obtain applicable chief operating officer approval prior to engaging with any government body in respect of any legislative process.

Gratuities to foreign government personnel and public officials

The laws of other countries may restrict the company from giving meals, gifts, gratuities, entertainment, or other things of value to personnel of foreign governments and foreign public officials.

Doing Business with Governments

We enter into contracts to provide services to a number of central, state, and municipal agencies. Since those contracts are funded, there are numerous laws and regulations which apply to the award and administration of those contracts.

Those laws and regulations are sometimes complex. When dealing with agencies, you must be aware of and comply with all applicable laws and regulations. Our Doing Business with Governments Policy provides specific guidance in this area.

Consultants, Agents, and Representatives

Business integrity is a key standard for the selection and retention of those who represent us. Agents, representatives, or consultants who will be representing MaRS must certify their commitment to act in a manner that is consistent with our policies and procedures, including this Code of Conduct.

You must not retain any consultant, agent, or representative to circumvent our values and principles or to undertake acts that you would be prohibited from undertaking.

Protect Proprietary and Confidential Information

You may have access from time to time to various types of proprietary or confidential information belonging to the company. You must keep that information protected and secured. You must not disclose that information to anyone without proper authorization or use that information for anything other than its intended purpose.

In the course of normal business activities, clients, sub-consultants, subcontractors, and suppliers may sometimes divulge to you information that is proprietary or confidential to their business. You must not disclose or use that information other than as agreed by those clients, sub-consultants, subcontractors, or suppliers, or if required by law.

Special rules apply with respect to the asking for and receiving of information in the course of doing business with the government or its agencies.

Use of Assets

You are responsible for the proper use of property, information resources, materials, facilities, and equipment belonging to us and to our sub-consultants, subcontractors, suppliers, and clients. You must use and maintain these assets with care and respect, guarding against waste and abuse.

Your personal use of assets belonging to the company must always be approved by your district manager or corporate department head, as applicable.

Use of Electronic Communications

If used improperly, electronic communications, applications, and services including those conducted on computer-based and/or mobile applications may expose us to significant risks and liability. Accordingly, electronic communications of any type or kind, in addition to other oral or written communications, must be conducted in accordance with this Code of Conduct our Business Technology Services Policy, and our Social Media Policy.

Report Unethical Conduct

Guiding principles

Our statement of guiding principles says that we are accountable to one another and everyone has the responsibility, the freedom, and the power to act. In order to protect our organization from unethical or illegal activity, it is your duty and obligation at all times to be watchful of the practices that you see occurring around you, to take reasonable steps to prevent or detect improper conduct, and to report any suspicion of fraudulent, abusive, unethical or illegal activity. The objective of this principle is to provide an avenue for you to raise concerns and to assure you that you will be protected from reprisals or victimization for reporting, in good faith, suspected fraudulent or other unethical or illegal acts.

What should you report?

You must report any breach of this Code of Conduct, including any activities by a director, officer, employee, agent, consultant or contract worker, or any department or combination of those persons that may constitute:

- Accounting irregularities;
- Conflict of Interest or other unethical business conduct;
- Theft or Fraud;
- Violation of laws, rules, or regulations;
- Violation of professional standards or internal policies;
- A risk to health and safety;
- A risk to the environment;
- Harassment or discrimination;
- Workplace violence; or,
- Any other matter of concern that you believe is a breach of this Code of Conduct or any policies referred to in this code.

Who should you contact?

You should take your concerns to your immediate supervisor, your Project head or department head, your HR manager, or any other management personnel you feel comfortable talking to. You may also use the Ethics Helpline or online reporting service.

You may be requested to submit your allegations in writing. Any such reports will be kept confidential to the extent possible, consistent with the need to conduct a thorough investigation and, with the legal obligations of companies to voluntarily disclose information to authorized agencies or the Government, as applicable, regarding ethics violations and to fully cooperate with authorized agencies or Government investigations and audits, as applicable.

How will your complaint be handled?

All complaints will be investigated with care and discretion. The person to whom a complaint is made must forward information received in respect of the complaint to the Team Leader, Project Head, State coordinator, Vice President, Regional Head, and Management, as applicable. If the complaint relates to the activity of a chief operating officer, then the information received in respect of the complaint must be forwarded to the chief executive officer. If the complaint relates to the Team Leader, Project Head, State coordinator, Vice President, Regional Head, or Management, the information received in respect of the complaint must be forwarded to the general counsel.

The persons to whom the information received in respect of the complaint is forwarded must determine the process for investigation, resolution, and/or disciplinary action in consultation with any of the chief operating officers, general counsel, chief financial officer, and chief executive officer as required by the nature of the complaint.

If you make a complaint, what protection do you have from retaliation?

No one may retaliate or discriminate against any person who has submitted a good-faith complaint.

Specifically, no one may discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate against a complainant or other person who provides information in good faith in the course of an investigation.

If you feel that you have experienced retaliation as a result of making a complaint or providing information, you should report such incidents to your supervisor, other management personnel, or the director, of Human Resources, as appropriate. Many state and provincial jurisdictions also provide legal protection for individuals bringing forth complaints or providing information to investigators.

Violations of this policy will be investigated and individuals who have been found to retaliate or discriminate will be disciplined up to and including termination of employment. Similarly, individuals who are found to have intentionally made false and malicious claims may be subject to disciplinary action.

Cooperate in Ethics Investigations

You must cooperate in ethics investigations. Failing to cooperate or providing false information will result in disciplinary action up to and including termination of employment

Chapter 7

Prevention of Sexual Harassment Policy (POSH)



This Prevention of Sexual Harassment Policy (POSH) is effective from 1st May 2023 and applies to MaRS, its subsidiaries, sister concerns, and joint ventures over which the Organization exercises management control

The organization is committed to creating a safe work environment free from any form of sexual harassment and where all employees are treated with dignity and respect.

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, and rules thereunder, MaRS has framed this Policy and adopted the same. While this Policy covers all the key aspects of the Act, for any further clarification, reference shall always be made to the Act and provisions of the Act shall prevail.

This Policy aims at prohibiting, preventing, and deterring the commission of acts of sexual harassment at the Workplace and provides the procedure for redressal of complaints pertaining to sexual harassment.

The Organization is committed to the effective dissemination of this policy. All stakeholders and managers are required to ensure that they and their teams are aware of the policy and are encouraged to adhere to it.

1. Applicability

- (a). This Policy extends to all employees of the Organization, including those employed on a regular, temporary, ad-hoc, or daily wage basis, either directly or through an agent, including a contractor, for remuneration or not, and those working on a voluntary basis, with or without express or implied terms of employment.
- (b). In addition to the above, this Policy also extends to those who are not employees of the Organization who may be affected in the course of any activity related to the work of the Organization or carried out within the premises used for the execution of the Organization's work or day-to-day operations.

2. Scope

- a) The scope of this policy extends to all Workplaces including all offices, branches, departments, units, and project locations, as well as the external locations used for the purposes of work carried out by the Organization.

3. DEFINITIONS (Only Specific to POSH)

- a) "Aggrieved Person" means in relation to a Workplace a person of any age, whether employed or not, who alleges to have been subject to any act of sexual harassment by the Respondent and includes contractual, temporary employees, and visitors.
- b) "Complainant" means the aggrieved person or a person having knowledge of the incident and having the consent of the aggrieved person to file a complaint or the legal heir of a deceased aggrieved person.

- c) "District Officer" means the District Magistrate or Additional District Magistrate or the Collector or Deputy Collector as appointed by the appropriate government as a District Officer for every District to exercise powers or discharge functions under the POSH Act.
- d) "Employee" means a person employed at a Workplace for any work on a regular, temporary, ad hoc, or daily wage basis, either directly or through an agent, including a contractor, with or, without the knowledge of the principal Employer, whether for remuneration or not, or working on a voluntary basis or otherwise, whether the terms of employment are express or implied and includes a co-worker, a contract worker, probationer, trainee, apprentice or called by any other such name.
- e) "Employer" means a person who is responsible for the management, supervision, and control of the Organization's work and Workplace.
- f) "ICC" or "Internal Complaints Committee" means an internal committee constituted as per the Act.
- g) "Member" means a Member of ICC.
- h) "Presiding Officer" means the Presiding Officer of the ICC and shall be a senior-level women Employee of the Organization.
 - l) "Respondent" means a person against whom a complaint alleging sexual offence has been made.
 - j) "Parties" means collectively the Complainant and the Respondent.
- k) "Workplace" means establishments, enterprises, institutions, offices, branches, premises, locations, or units established, owned controlled by the Organization, or places visited by the employees out of or during employment including accommodation, transportation provided by the Employer for undertaking such journey.

4. Roles and Responsibilities

- a) All personnel are expected to respect the rights of others and never encourage any type of harassment.
- b) All are encouraged to advise others of unwelcome behaviour and deter others from involving any such activities.
- c) All Leaders/Department Heads at the Organization are required to ensure that nobody is subject to harassment and there is equal treatment at all levels. They also are required to educate the employees about unwelcome behaviours and warn them of the consequences of such actions.

5. Sexual Harassment

- a) Sexual harassment includes any one or more of the following unwelcome acts or behaviour, whether directly or by implication:
 - 1. Physical contact and advances;
 - 2. A demand or request for sexual favours;
 - 3. Making sexually coloured remarks,
 - 4. Showing pornography; or
 - 5. Any other unwelcome physical, verbal, or non-verbal conduct of sexual nature.

- b) The following circumstances among other circumstances, if they occur or are present in relation to or connected with any act or behaviour of sexual harassment may amount to sexual harassment:
1. Implied or explicit promise of preferential treatment in employment;
 2. The implied or explicit threat of detrimental treatment in employment;
 3. The implied or explicit threat about the present or future employment status;
 4. Interference with work or creating an intimidating or offensive or hostile work environment; or
 5. Humiliating treatment is likely to affect the Employee's health or safety.

6. Internal Complaints Committee

- A. To prevent instances of sexual harassment and to receive and effectively deal with complaints pertaining to the same an Internal Complaints Committee ("ICC") is constituted at the head office of the Organization situated at Bhopal, Ahmedabad
- B. Internal Committee shall consist of the following Members as appointed by the management of the Organization from time to time:
1. A Presiding Officer who shall be a woman employed at a senior level at the Workplace from amongst the employees;
 2. Not less than two Members from amongst the employees preferably committed to the cause of women or who have experience in social work or have legal knowledge;
 3. One Member from a non-governmental organization or association committed to the cause of women or a person familiar with the issues relating to sexual harassment.
- C. At least one-half of the total Members so nominated shall be women.
- D. The ICC Members should be sensitive to issues pertaining to gender-based violence and should have good credibility and technical competency to handle grievance procedures.
- E. The Presiding Officer and every Member of the ICC shall hold for a maximum period of 3 (three) months from the date of their appointment by the management.
- F. The ICC is responsible for:
1. Receiving complaints of sexual harassment at the Workplace;
 2. Initiating the inquiry and procedure as per this Policy;
 3. Submitting the report and recommendations to the management;
 4. Coordinating with the management in implementing appropriate action;
 5. Maintaining strict confidentiality throughout the process as per this Policy; and
 6. Submitting annual reports in the prescribed format.
- G. As per the POSH Act, the ICC shall while inquiring into a complaint of Workplace sexual harassment, have the same powers as vested in a civil court under CPC, 1908 when trying a suit in respect of:
1. Summoning and enforcing the attendance of any person and examining them on oath;

2. Requiring the discovery and production of documents; and
 3. Any other matter as reasonably required.
- H. The ICC Member or Presiding Officer may be removed or replaced in the following event:
1. Contravenes any provision of this Policy;
 2. Has been convicted for an offence or an inquiry into an offence under any law for the time being in force is pending against him/her;
 3. Has been found guilty in any disciplinary proceedings or disciplinary proceeding is pending against him/her; or
 4. Has so abused his/her position as to render his/her continuance in office (prejudicial to the public interest, such Presiding Officer or Member as the case may be, shall be removed from the POSH committee.

7. Lodging a Complaint

- (a). Any Aggrieved Person may make, in writing a complaint of sexual harassment at the Workplace to the ICC along with any documentary evidence available, and names of witnesses, within three months from the date of the incident and in case of a series of incidents, within three months from the date of the last incident.
- (b). If the Employee cannot make such a complaint in writing, the Presiding Officer or any Member of ICC would render all reasonable assistance to the person for making the complaint in writing.
- (c). If the Aggrieved person fails to submit the complaint within three months from the date of the incident, the ICC may extend the time limit up to three months and in that case, the reason for such extension shall be recorded in writing.
- (d). It is always advised to not delay in filing the complaint if any such untoward incident happens at the Workplace to conduct a thorough investigation and take prompt action.
- (e). Even though there is no exact form of making the complaint, the Complainant is advised to:
 - (I). to submit the complaint to the ICC Members and not to the Employer or HR representative;
 - (II). to write the complaint in simple language;
 - (III). to include details of the exact incident, date and time, witness, etc.;
 - (IV). to include circumstances preceding and following the incident;
 - (V). include whether the Complainant responded/resisted the actions of Respondent and details thereto;
 - (VI). submit maximum pieces of evidence supporting the complaint including relevant emails, screenshots of SMS, WhatsApp, or other social media platforms, call details, photographs, recordings, etc.;
 - (VII). not state any false or incorrect facts; and
 - (VIII). state the relief that is sought from the Employer.
- (f). If the Aggrieved Person is unable to make a complaint on account of her physical or mental incapacity or death or otherwise, her legal heir or such other person as authorized may make a complaint to the ICC.

- (g). The Complaint shall be submitted by the Complainant to the ICC in writing or shall be submitted electronically at the following email: icc@marsconsultancy.com. The complaint can also be submitted physically to an ICC Member
- (h). If the complaint is received by any person other than an ICC Member, upon receiving such a complaint, it is the responsibility of the complaint receiver to report the same to the committee immediately.
 - (I). If the complaint is made against a guest or any other person who is not an Employee of the Organization, the ICC shall advise the Complainant to file a complaint with the police immediately. The option of whether the complaint should be filed with the police or not is left with the Complainant, but the support of the Organization in filing the complaint will always be ensured.
 - (i). Upon receipt of the complaint, one copy of the complaint shall be sent to the Respondent within 7 (seven) days.
- (k). Upon receipt of the copy of the complaint, the Respondent is required to reply to the complaint along with a list of supporting documents, and names and addresses of witnesses within 10 (ten) working days.
 - (I). The ICC maintains a register to endorse the complaint received by it and keeps content highly confidential if it so desires, except to use the same for discreet investigation
- (m). Upon receiving such a complaint ICC shall act swiftly to find the veracity and take further actions as required.

8. Receiving A Complaint

- (a). The recipient of the complaint is required to keep the following points in mind while receiving the complaint:
 - (I). shall make sure that the complaint has been listened to completely without any prejudice;
 - (II). inform the Complainant that the proper escalation, investigation and prompt actions will be taken on such complaint; and
 - (III). if possible, the complaint shall be written down as narrated by the Complainant itself and shall confirm the same upon completion by getting the signature at the end of the sheet.

9. Conciliation

- (a). The Aggrieved Person has the option to opt for conciliation proceedings before initiating an enquiry. Upon receipt of such a request for conciliation, the ICC may take steps to settle the matter between her and the Respondent through conciliation. ICC shall ensure that monetary settlement shall not be a basis of conciliation.
- (b). Resolution through conciliation has to be completed within the period of 30 days.
- © Where settlement has arrived under conciliation, the ICC shall record the settlement so arrived and forward the same to the management to take action as specified in the recommendation and ICC shall not conduct any further inquiry on such incident.
- (d). A copy of such settlement shall be provided to both the Complainant and the Respondent.

10. Enquiry

(a). The Committee shall initiate an inquiry in the following cases:

- (I). no conciliation is requested by the Complainant;
- (II). conciliation initiated has not resulted in any settlement between the Parties; or
- (III). complainant informs the ICC of the failure of the Respondent in complying with the settlement entered through conciliation.

(b). The ICC initiates the inquiry within a period of 7 (seven) days of receipt of the written complaint/closure of conciliation/repeat complaint.

(c) The inquiry shall be initiated in the following manner:

- (I). The Complainant shall submit the written complaint along with supporting documents and names of witnesses to ICC;
- (II). Upon receipt of such a complaint, a copy shall be sent to the Respondent within 7 (seven) working days by the ICC;
- (III). Respondent upon receipt of such complaint shall submit the reply along with supporting documents and a list of witnesses within 10 (ten) working days of receipt of such complaint;
- (IV). The ICC shall provide every reasonable opportunity to the Complainant and the Respondent for putting forward and defending their respective case.
- (V). The inquiry shall be completed by the ICC within a total of 90 (ninety) days from the receipt of the complaint;
- (VI). No legal practitioner will be allowed to represent any party at any stage of the inquiry procedure;
- (VII). All statements made orally before the ICC employees, witnesses, or other persons in relation to an investigation shall be minuted and signed by the person making the statement;
- (VIII). It shall be incumbent on every Employee to respond to queries of ICC honestly and present the facts in an objective and unbiased manner;
- (IX). The ICC shall conduct an inquiry into the matter of the principles of natural justice and shall hear both Parties and their submission before taking any decision;
- (X). Where the conduct of Sexual Harassment amounts to a specific offence under the Indian Penal Code, 1860, or under any other law, it shall be the duty of the ICC to immediately inform the Complainant of her right to initiate action in accordance with the law with appropriate authority and to give guidance and support on the same. Any such action or proceedings initiated shall be in addition to proceedings initiated and/or any action taken under this Policy;
- (XI). In conducting the inquiry, a minimum of 3 (three) Members including the Chairman shall be present;
- (XII). The inquiry report has to be issued within 10 (ten) days from the date of completion of the inquiry to both the management and the concerned Parties

- (XIII). The Organization is required to act on the recommendations of the ICC within 60 (sixty) days of receipt of the inquiry report; and
- (XIV). The aggrieved party can appeal against the decision of the committee within 90 (ninety) days from the date of recommendations to the concerned forum/court.

11. Interim Relief

- (a). During the pendency of an inquiry, if the Complainant makes a written request, the ICC may recommend the Organization to:
 - (I). transfer the Aggrieved Person or the Respondent to any other Workplace;
 - (II). grant leaves to the Aggrieved Person for up to a period of three months. Such leave shall be in addition to other leaves granted to the Aggrieved PersonOr
 - (III). grant other such relief to the Aggrieved Person as may be appropriate.
- (b). On the recommendation of the ICC, the Organization shall implement the recommendation made under this clause and send the report of such implementation to the ICC.

12. Termination of Inquiry

- (a). The ICC have the right to terminate the inquiry proceedings or to give an ex-parte decision on the complaint, if the Complainant or the Respondent fails, without sufficient cause to present herself or himself for three consecutive hearings convened by the Chairperson, as the case may be, provided that such termination or ex-parte order may not be passed without giving a notice of 15 (fifteen) days to the concerned party.

13. Complaint Unsubstantiated

- (a). Where the ICC arrives at the conclusion that the allegation against the Respondent has not been substantiated, it sends a report to the management of closing the complaint.
- (b). Further, the ICC shall ensure that both Parties are informed about the investigation and closure of the Complainant.

14. Complaint Substantiated

- (a). Where the ICC arrives at the conclusion that the allegation against the Respondent has been proved, it shall recommend to the management:
 - (I). to take action for sexual harassment as misconduct in accordance with company rules;
 - (II). to deduct, notwithstanding anything in the employment terms applicable to the Respondent, from the salary or wages of the Respondent such sum as it may consider appropriate to be paid to the Aggrieved Person and their legal heirs; or
 - (III). such compensation may be determined in accordance with Clause named Compensation under this Policy or Section 15 of the POSH Act.
- (b). In case the management is unable to make such deduction from the salary of the Respondent due to them being absent from duty or cessation of the employment it may direct the Respondent to pay such sum to the Aggrieved Person.

- (c) Provided further that in case the Respondent fails to pay the sum as ordered by the ICC, may forward the order for recovery of the sum as an arrear of land revenue to the concerned District Officer.
- (d). Employer or the District Officer will act upon the recommendation within 60 days of receipt of the report by him/her from the ICC.

15. Compensation

- (a). To determine the compensation to be paid to the Aggrieved person, the ICC shall consider the following points:
 - (I). the mental trauma, pain, suffering, and emotional distress caused to the Aggrieved person;
 - (II). the loss of a career opportunity due to the incident of sexual harassment;
 - (III). medical expenses incurred by the victim for physical or psychiatric treatment;
 - (IV). the income and financial status of the Respondent; and
 - (V). feasibility of such payment in a lump sum or instalments.

16. Penal Consequences of Sexual Harassment

- (a). As per the POSH Act, the Organization may impose the following punishments on an Employee for indulging in an act of sexual harassment in accordance with the gravity of the offence committed by him:
 - (I). written apology;
 - (II). warning;
 - (III). Withholding of promotion;
 - (IV). withholding of pay rise or increments;
 - (V). terminating the Respondent from service;
 - (VI). deduction of compensation payable to the Aggrieved Woman from the wages of the Respondent;
 - (VII). inappropriate cases initiating a criminal complaint.

17. Malicious Allegations

- (a). Where the ICC arrives at the conclusion that the allegation against the Respondent is malicious or the Aggrieved Woman or any other person making the complaint has made the complaint knowing it to be false or the Aggrieved Woman or any other person making the complaint has produced any forged or misleading document, it may recommend to the management to take appropriate action against such person.
- (b). The actions recommended against such malicious complaints shall be similar to that of punishments if such complaint was substantiated against the Respondent.
- (c) Inability to substantiate a complaint or provide adequate proof need not mean that the complaint is false or malicious.

18. No Retaliation

- (a). Regardless of the outcome of the complaint made in good faith, the Complainant, witnesses, and any other person providing the information will be protected from any

form of retaliation. While dealing with complaints, the ICC shall ensure that the Complainant, witnesses, etc. are not victimized or discriminated against in any manner.

- (b). Anyone suspecting or experiencing retaliation should report to the ICC immediately. Any such retaliation cases will be treated seriously and appropriate disciplinary actions will be taken including termination of employment.

19. Confidentiality

- (a). The contents of the complaint made under this Policy, the identity and address of the Aggrieved Person, Respondent, and witnesses, any information relating to conciliation and inquiry proceedings, recommendations of ICC, and the actions taken by the management under the provisions of this Policy shall not be published, communicated or made known to the public press and media in any manner unless specifically allowed under the POSH Act.
- (b). Where any person entrusted with the duty to handle or deal with the complaint, inquiry or any recommendations or action to be taken under the provision of this Policy, contravenes this clause, shall be treated as major misconduct and the management will take appropriate disciplinary action including termination of employment.
- (c) The complainant and respondent are required to keep all the discussions of the case strictly confidential and not share it with peers/ colleagues/ any person not related to the case until the investigations of the ICC are completed to safeguard and protect the reputation of all those involved in the investigation.

20. Appeal

- (a). Any person aggrieved from the recommendations of ICC under this Policy or non-implementation of such recommendations may prefer an appeal to the court or tribunal without prejudice to provisions contained in any other law for the time being in force. Such appeal shall be preferred within a period of 90 (ninety) days of the recommendations of ICC.

21. Awareness Programmes

- (a). The Organization will display the details of ICC, penal consequences of sexual harassment, and other information in a visible place on the premises of the Organization, and every personnel are required to read and understand the same.
- (b). The Organization will conduct workshops and awareness programmes at regular intervals and employees are required to attend those programmes.
- (c) The Organization will conduct regular orientation programmes for the Members of the Internal Committee in the manner as decided from time to time.

22. Legal Compliance

- (a). The ICC shall in each calendar year prepare an annual report and submit the same to the management and District Officer. The report shall include the following details:
 - (I). number of sexual harassment cases received;
 - (II). number of cases disposed of;
 - (III). number of cases pending for more than 90 (ninety) days with the ICC;

- (IV). number of workshops or awareness programs against sexual harassment carried out by the Organization; and
- (V). nature of actions taken by the management and the District Officer in the preceding year.

ANNEXURE-A

(INTERNAL COMPLAINTS COMMITTEE)

1. Ms. Surbhi Ashokkumar Agarwal (Chairman)
2. Mr. Sukumar B Doshi (Member)
3. Mr. Jasmin Shah (Member)
4. Ms. Vaishali Tushar Jha (Member)
5. Ms. Pooja Badlani (Member)

Chapter 8

Health and Safety Policy



The personal safety and health of each employee of our organization is of primary importance. We believe that our employees are our most important assets and that their safety at the worksite is our greatest responsibility. The prevention of occupationally induced injuries and illnesses is of such consequence that it will be given precedence over operating productivity whenever necessary. Management will provide all mechanical and physical facilities required for the personal safety and health of each of its employees.

To be successful, such a program must embody the proper attitude toward injury and illness prevention on the part of corporate management, supervisors, and employees. Cooperation between our employees and management in the observance of this policy will ensure safe-working conditions, will minimize the risk of accidents, and will work to our mutual advantage. It will also assist in reducing workers' compensation costs (direct costs) and reduce jobsite down time, material loss and regulatory agency fines (indirect costs).

Our goals are to reduce employee injury, prevent potential hazards through consistent safety management, and ensure compliance with relevant safety and health standards. Through the attainment of these goals, our company will remain competitive and viable in our industry.

Management will procure the necessary resources to execute the objectives of our company's safety and health program. We will hold managers, supervisors and employees accountable for meeting their safety responsibilities.

Management Safety Responsibilities

1. Eliminate potential hazards by providing appropriate safeguards, personal protective equipment and safe work tasks.
2. Provide necessary personal protective equipment and enforce its use and care.
3. Provide effective safety and health training to all employees.
4. Be familiar and comply with applicable standards.
5. Review, consider for approval, and execute appropriate action on safety policies.
6. Ensure a high level of productivity and safety performance and hold project management staff accountable.
7. Ensure that worksites have designated competent person(s) with the authority to enforce the safety program and take corrective actions.

Team Leader / Project In-Charge Responsibilities

1. Know safety rules and work practices that apply to the work you supervise. Take action to confirm that all employees in your charge understand the safety rules that apply to them. Always take immediate action to correct safety rule violations. Unsafe acts or procedures cannot be tolerated.

2. Prevent bad work habits from developing. You are responsible to make daily observations of employees to ensure that they perform their work safely, and continue this observation regularly once safe working habits are established.
3. Take action to correct or control hazardous conditions within your work areas. If it is beyond your control, remove employees until conditions are safe.
4. Encourage workers to report unsafe conditions or procedures. Listen to your workers and don't take their safety complaints lightly. No job should proceed when a question of safety remains unanswered. Seek advice from your project manager when necessary.
5. Lead by example. Demonstrate safety in your own work habits and personal conduct. Always wear personal protective equipment in areas where personal protective equipment is required.
6. Train your employees on the proper safety procedures to follow, including the use of additional safeguards such as machine guards and personal protective equipment.
7. Investigate and analyze every accident and near misses that occur to any of your employees or on your worksites. Control the causes of minor incidents to help avoid potential accidents.
8. Complete and file a report on each and every incident and accident that occurs at your jobsite. If you have questions or require reporting forms, contact the main office.
9. Conduct safety toolbox meetings regularly.
10. Make safety suggestions and solicit safety suggestions from employees.
11. Serve on safety committee, if requested.
12. Take an active part and participate in safety meetings.
13. Failure to comply with these rules as well as other central and/or state laws or regulations may be legal violations and could lead to civil and/or criminal penalties.

Employee Responsibilities

1. Know and obey all safety rules, government regulations, signs, markings, and instructions. Be particularly familiar with the rules and regulations that apply directly to you in the area in which you work. If you don't know, ask your supervisor.
2. Additional appropriate disciplinary action will be taken for the following offenses:
 - a. Fighting - no matter what the cause.
 - b. Insubordinate conduct or refusal to follow directions.
 - c. False statement, such as injury claims.
 - d. Other inappropriate behaviour including, but not limited to, failure to obey safety rules.
3. Loose clothing, shorts, tank tops, and jewellery cannot be worn on worksites. Attire appropriate for a construction site is required on all worksites.
4. Proper work shoes shall be worn at all jobsites. Open toed shoes and sneakers are not permitted. If you are observed wearing open toed shoes or sneakers, you will not be permitted to work until you return with proper footwear.
5. Hardhats, work boots/shoes, and eye protection shall be worn at all times.

6. Do not handle chemicals unless you have been trained in the safe handling procedure.
7. Read, understand and follow the guidelines set forth in the Safety Data Sheets (SDS) pertaining to your work.
8. Compliance with safety and health rules and regulations is a condition of employment.

General Worksite Rules

1. Report potentially unsafe conditions to your team leader / project in-charge immediately.
2. The use, possession, or sale of alcohol or illegal drugs is prohibited.
3. If asbestos, lead, PCBs or other potentially hazardous materials are encountered during operations, stop work immediately and notify a supervisor.
4. Be aware of the emergency action plan. Know the alarm signals, evacuation routes, and locations of emergency numbers.
5. All injuries, no matter how minor, should be immediately reported to the team leader / project in-charge.
6. Do not enter barricaded areas and obey all warning signs.
7. Proper clothing should be worn at all times on site. Proper clothing includes long pants and shirts with at least 4-inch sleeves below the shoulder.
8. Protruding nails should be removed from material and forms. Stack clean lumber in orderly piles.
9. Do not stand under or beside suspended loads.
10. Horseplay of any kind is forbidden.
11. Firearms and weapons are forbidden.

Material Handling, Storage and Disposal

By Hand

1. Know the weight of any object to be handled. If it is too heavy or bulky, get help.
2. Ensure a safe path of travel.
3. Establish firm footing, keep your back straight and lift with your legs. Lift gradually; do not jerk or twist. Reverse the motion when setting the object down.
4. Know the weight of the object to be handled, and the capacity of the equipment you intend to use.
5. When placing blocks under raised loads, make sure blocking material is large enough to support the load safely. Additionally, ensure that the load is not released until employees have clearly moved away from the load.

Storage

1. Store materials so as not to block exits, aisles and passageways, and access to fire extinguishers and electrical panels.
2. Materials stored in tiers should be secured to prevent sliding, falling and collapse.
3. Materials stored inside should not be placed within 6 feet of any hoist way or inside

storage area, or within 10 feet of an exterior wall which does not extend above the materials stored.

4. Brick stacks should not be more than 7 feet in height. Loose brick stacks should be tapered back 2 feet every foot above 4 feet level.
5. When masonry blocks are stacked higher than 6 feet, the stacks should be tapered back ½ block for each tier higher than 6 feet.
6. Lumber should not be stacked more than 16 feet high if it is handled manually; 20 feet is the maximum stacking height if a forklift is used.
7. Bags and bundles should be stacked in interlocking rows to remain secure. Bagged material should be stacked by stepping back the layers and cross-keying the bags at least every 10 feet.
8. Drums, barrels, and kegs should be slacked symmetrically. If stored on their sides, the bottom tiers should be blocked to keep them from rolling. If stored on end, put planks, sheets of plywood, or pallets between each tier to make a firm, flat, stacking surface.

Rigging

1. Slings should be inspected before use.
2. Slings and other rigging equipment should be removed from service if damage or defects are visible.
3. Slings should not be shortened with knots, bolls, or other makeshift devices.
4. Slings should not be loaded beyond their rated capacity, according to the manufacturer's instructions.
5. Job or shop hooks and links, or makeshift fasteners, formed from bolts, rods, or other such attachments should not be used.
6. When U-bolts are used for eye splices, the U-bolt should be applied so that the "U" section is in contact with the dead end of the rope.

Stairways & Ladders

A stairway or ladder should be provided at all points of access where there is a change in elevation of 19 inch or more and no ramp, runway, sloped embankment or personal hoist is provided.

Stairways

1. Stairways should be kept free of hazardous projections such as nails and screws.
2. Slippery conditions on stairways should be eliminated before the stairways are used.
3. Stairways greater than 30 inches high or with four or more risers should be equipped with at least one handrail, and one stair rail system along each unprotected side or edge.

Ladders

1. Inspect ladders before use. Ladders with broken or missing rungs, cleats or steps, broken or split rails, or corroded parts should be tagged out and removed from the jobsite immediately.
2. Ladders used to access an upper floor or platform should extend three feet above the upper landing surface.

3. When in position, a ladder should be securely tied at the top to prevent slipping or secured at the base by a fellow employee.
4. Ladders should be erected exercising the 4:1 ratio: for every four feet of working length off the ladder, the base will be placed one foot from vertical.
5. The area at the top and bottom of ladders should be kept clear at all times.
6. Always face a ladder when ascending or descending and maintain at least three points of contact with the ladder at all times (e.g., two feet and one hand).
7. Make sure ladders are free from ice, snow, mud, or other slippery materials before use.
8. Never use a ladder in a horizontal position as a platform or scaffold.
9. A double cleated ladder or two or more separate ladders should be provided if ladders are the only means of access/exit from a working area of 25 employees, or the ladder serves simultaneously two-way traffic.
10. Ladders should be used only for the purpose for which they were designed. Ladder rungs should not be used to support the ends of planks or other similar work platforms.

Step Ladders

1. Do not use ladders in the folded position as a straight ladder would be used. Open the legs and secure the locking mechanism.
2. Do not stand on the top two steps of a step ladder.

Motor Vehicle Safety

1. Seat belts should be worn at all times by employees operating or riding on motor vehicles or machinery.
 1. (Exceptions: equipment designed for stand-up operation.)
2. Vehicles used to transport employees should have seats firmly secured and adequate for the number of employees to be carried. Employees should not ride on fenders or running boards or any other piece of equipment not meant for human occupancy.
3. Horns should be in working order on all bi-directional machinery.
4. Motor vehicle equipment with an obstructed view to the rear should not be operated unless the vehicle has a reverse signal audible above the surrounding sound or the vehicle is backed up only when an observer signals that it is safe to do so.
5. Operators of all motor vehicle equipment are responsible for the safe operation of their vehicle at all times.

Safety and Health Training

Our employees will receive safety and health training in accordance with the job tasks they are required to perform, and for the hazards they may encounter on the job. If employees receive training through their union or through their previous employer, their training credentials should be verified prior to any work activities.

Retraining

When MaRS has reason to believe that an employee lacks the skill or understanding needed for working safely, management shall ensure that such employee is retrained so that the

prerequisite proficiency is regained. Retraining is required in at least the following situations:

- Where changes at the jobsite present a hazard about which an employee has not been previously trained; or
- Where inadequacies in an affected employee's knowledge or skills indicate that the employee has not retained the requisite proficiency.

New Employee Training

All new employees will be trained by a member of the management staff prior to starting work. The "New Employee Safety Orientation Checklist" shall be used by trainers (managers, superintendents, foremen, safety professionals, etc.) as a reminder of the items that must be reviewed with the employee. All items must be initialled or identified as not applicable. The employee must sign the checklist and the management representative after the orientation is complete. This form will be given to the project manager or home office and kept in the employee's personnel file.

Competent Person Designation

It is the responsibility of top management to appoint an individual as a competent person who is capable of identifying existing and predictable hazards in the surroundings or working conditions which are unsanitary, hazardous, or dangerous to employees, and who has authorization to take prompt corrective measures to eliminate them. A competent person will be designated for each worksite and for each operation requiring a competent person. The designation of the competent person will be in writing.

There is the possibility that more than one competent person may be necessary, depending on the range of hazards on the project, the size of the project, and the distance between operations on a project.

Reporting Unsafe Conditions/Behaviours

All site employees are responsible for reporting unsafe conditions or risky behaviour immediately to their supervisor/foreman. If the employee feels more comfortable reporting the condition or behaviour to upper management, the employee may do so. Employees are encouraged to report unsafe conditions and behaviours without fear of retaliation. MaRS will investigate all reports of unsafe conditions or behaviours and take corrective action as necessary.

Accident/Injury Reporting, First Aid, Blood borne Pathogens

Our company will provide first aid supplies at each work location and all personnel are to know procedures to follow in case of an emergency.

1. Report all injuries immediately, no matter how minor, to your foreman and/or jobsite office.
2. Emergency phone numbers for fire, police and ambulance will be posted.
3. Please note that if any employee renders first aid or uses a first aid kit to assist a co-worker (although such action is not required by anyone's duties) we would view this activity as a "Good" act.
 1. Note: First aid kits are to be approved by a licensed medical doctor.
 4. In the rare occurrence that medical attention is not available within 3-4 minutes, the MaRS will provide a trained first aider on each shift.

5. Work-related fatalities must be reported to MaRS within 8 hours of finding out about them.
6. Any inpatient hospitalization, amputation, or eye loss must be reported to MaRS within 24 hours of learning about it.

Accident Investigation

Each team leader / project in-charge will make a documented report of every incident, even those without injury, within twenty-four (24) hours of the occurrence. Reports are to be completed as soon as possible to avoid changes in physical conditions and witness reports. Note: Any accident that causes a fatality or three or more employees to be hospitalized must be reported to MaRS within eight hours of the incident.

Accident reports highlight problem areas. Through the use of good reports, accident patterns can be detected and resources directed toward prevention. Accident reports make excellent training tools. The cause and effect of accidents can be reviewed at safety meetings.

- Superintendents and foremen will be trained in accident investigation techniques.
- Accident investigation is a management function that must be executed at the team leader / project in-charge level.
- All accidents/incidents must be investigated regardless of the extent of the injury or damage.
- Employees will never be allowed to fill out their own accident investigation report.
- Focus must be fact finding not fault finding.
- Team leader / project in-charge must identify the unsafe act or unsafe condition.
- Superintendents or foremen should obtain witness accounts as soon as possible.
- Team leader / project in-charge should provide recommendations for corrective actions and management will ensure implementation.
- Team leader / project in-charge will be provided with an accident investigation form.

Record keeping

Records must be maintained and kept up to date by the superintendent or foremen at each jobsite and/or office. These records must be available for review at all times.

Subcontractor / Sub-Consultants Compliance

All subcontractors or sub-consultants will comply with all central, state, and local safety and health laws. Contractual agreements with subcontractors will state that they must provide the following:

Safety Program

The subcontractor will provide documentation that all of their employees have received all required safety and health training prior to working on any of our job sites. Safety and health training of the subcontractor's employees will be the sole responsibility of the subcontractor.

All subcontractor employees will be required to arrive on-site with the required personal protective equipment. No subcontractor employee shall be granted access to the job site without the required PPE. It is the subcontractor's responsibility to ensure their employees adhere to the PPE policy of the job site.

Any subcontractor's employee observed violating job site safety rules or other safety and health policies are subject to removal from the job site.

Superintendent/Employee Self-Inspection

It is our policy to reduce and eliminate hazard exposures that can lead to employee injury or property damage. Self-inspection is one way to provide a safe workplace for our employees.

Super/foreman is required to make daily visual inspections of their work areas and to test all equipment safety devices prior to the start of the work shift. Corrective action must be provided immediately if any hazards exist or if any safety devices are not functioning properly. If the equipment cannot be repaired before being used so that it is safe to use, then it must be removed from service.

Super/foreman is required to complete a weekly inspection of the work site using a checklist. If any hazardous conditions are noted, corrective action must be taken. If the corrective action is beyond our authority and/or capability, keep all employees away from the hazardous condition until it is corrected or controlled. Notify the project manager in writing to request corrective action. Super/foreman is expected to follow up on reported hazards to make sure they have been eliminated or controlled.

All completed checklists, signed and dated by the super/foreman where indicated must be turned into the home office on or before the last work day of each week.

Lack of appropriate inspections as well as falsification of inspections is a violation of company procedure and may be a civil and/or criminal violation of central and/or state laws and/or regulations.

Disciplinary Policy Procedures

All employees are expected to comply with jobsite rules and regulations, and to follow established operating procedures set forth by this company. Violations will not be tolerated and superintendent/foreman will be held accountable for the conduct of their employees.

Superintendents and foremen are required to take action when a violation is observed. Immediate action to control or eliminate a hazard is required.

In the event a violation is observed, the following procedures have been established to place an employee on notice.

First Offense

A written warning addressed to the employee and a copy placed in the employee's file referencing the violation and warning, including date and time.

Second Offense

A written warning addressed to the employee with reference to the violation including date and time of the occurrence. A copy of this warning will be given to the employee, the union shop steward, and another copy will be placed in the employee's file.

Third Offense

A written warning similar to the second notice will be prepared and distributed in the same manner. This warning will be followed by a meeting with the employee, union shop steward, foreman and/or project manager and senior management to determine whether the employee will be suspended without pay or terminated depending upon the nature of the violation.

Fourth Offense

Termination

* Within any consecutive 12 month period.

* This policy is in effect unless there is a policy in our labour/management agreement.

The above procedure has been prepared so that there is no question about how violations of rules, regulations, and procedures will be handled by management and so that employees will know what to expect if they do not comply with the established rules, regulations, and procedures. Management knowledge of unsafe behaviour and lack of appropriate documented discipline may be a violation of central, state laws and regulations.

Drug, Tobacco, and Alcohol Program

Policy Statement

MaRS will not tolerate or condone substance abuse. It is our policy to maintain a workplace free from alcohol, tobacco, and other drug abuse and its effects.

It is the policy of MaRS that employees who engage in the sale, use, possession or transfer of illegal drugs or controlled substances, or who offer to buy or sell such substances; the use of alcohol during working hours; the use of tobacco products (pan masala, gutka, or cigarettes) on work place; or the abuse of prescribed drugs will be subject to disciplinary action up to and including termination.

Chapter 9

Employee Confidentiality Policy



A confidentiality policy explains how MaRS expects its employees to treat the information they receive about clients, partners, and the company and make sure it remains well-protected.

Policy brief & purpose

We designed our company confidentiality policy to explain how we expect our employees to treat confidential information. Employees will unavoidably receive and handle personal and private information about clients, partners, and our company. We want to make sure that this information is well-protected.

We must protect this information for two reasons. It may:

- Be legally binding (e.g. sensitive customer data.)
- Constitute the backbone of our business, giving us a competitive advantage (e.g. business processes.)

Scope

This policy affects all employees, including board members, investors, contractors, consultants, sub-consultants, and volunteers, who may have access to confidential information.

Policy elements

Confidential and proprietary information is secret, valuable, expensive, and/or easily replicated. Common examples of confidential information are:

- Unpublished financial information
- Data of Customers/Partners/Vendors
- Patents, formulas, or new technologies
- Customer lists (existing and prospective)
- Data entrusted to our company by external parties
- Pricing/marketing and other undisclosed strategies
- Documents and processes explicitly marked as confidential
- Unpublished goals, forecasts, and initiatives marked as confidential
- Unpublished reports, action plans, initiatives, or projects
- Any Government information cannot be used for personal gains for self or family members

Employees may have various levels of authorized access to confidential information.

What employees should do?

- Lock or secure confidential information at all times
- Shred confidential documents when they're no longer needed
- Make sure they only view confidential information on secure devices

- Only disclose information to other employees when it's necessary and authorized
- Keep confidential documents inside our company's premises unless it's absolutely necessary to move them

What employees shouldn't do?

- Use confidential information for any personal benefit or profit
- Disclose confidential information to anyone outside of our company
- Replicate confidential documents and files and store them on insecure devices

When employees stop working for our company, they're obliged to return any confidential files and delete them from their personal devices.

Confidentiality Measures

We'll take measures to ensure that confidential information is well protected. We'll:

- Store and lock paper documents
- Encrypt electronic information and safeguard databases
- Ask employees to sign non-compete and/or non-disclosure agreements (NDAs)
- Ask for authorization from senior management to allow employees to access certain confidential information

Exceptions

Confidential information may occasionally have to be disclosed for legitimate reasons. Examples are:

- If a regulatory body requests it as part of an investigation or audit
- If our company examines a venture or partnership that requires disclosing some information (within legal boundaries)

In such cases, employees involved should document their disclosure procedure and collect all needed authorizations. We're bound to avoid disclosing more information than needed.

Disciplinary Consequences

Employees who don't respect our confidentiality policy will face disciplinary and, possibly, legal action.

We'll investigate every breach of this policy. We'll terminate any employee who willfully or regularly breaches our confidentiality guidelines for personal profit. We may also have to punish any unintentional breach of this policy depending on its frequency and seriousness. We'll terminate employees who repeatedly disregard this policy, even when they do so unintentionally.

This policy is binding even after the separation of employment.

Chapter 10

Conflict of Interest Policy



Purpose

The purpose of this policy is to assure that actual or apparent Conflicts of Interest are avoided and that the neutrality and integrity of the decision-making processes of MaRS are protected and preserved. This policy shall apply when: (i) a MaRS member has an existing or potential interest that impairs, might impair, or appears to impair his or her independent judgment in setting policies of MaRS or in otherwise exercising his or her fiduciary duty as a member; (ii) MaRS member, or an organization with which he or she is affiliated as an officer, agent, employee, or consultant, is contemplating entering into a transaction or arrangement with MaRS or which will or could be beneficially impacted by a policy decision of MaRS; and (iii) MaRS member, or an organization with which he or she is affiliated as an officer, agent, employee, or consultant, is involved in pending litigation, arbitration, or other formalized dispute-resolution process, and the outcome of that process will or could be beneficially impacted by a pending decision involving a specification, standard, or interpretation thereof, by MaRS upon which such individual serves as a voting member.

This policy is intended to supplement, but not replace, any applicable state or central laws governing conflicts of interest applicable to MaRS non-profit and charitable corporations. In the event there is an inconsistency between the requirements and the procedures prescribed herein and those in central or state law, the law shall control.

Definitions

Interested Party: Any MaRS member who has a direct or indirect "Competing Interest" is an Interested Party.

Consultant or Consulting Arrangement: An existing or anticipated arrangement under the terms of which a MaRS member will serve in an expert or consulting capacity in pending litigation, arbitration, or other formalized dispute resolution process.

Competing Interest: MaRS member has a Competing Interest if he or she has directly or indirectly, personally or through business, investment, or family:

- a. An ownership, investment, employment, or other Compensation interest in or with any entity which will or may be affected by a proposed action by MaRS, but only if such interest is different from the interests of MaRS membership as a whole; or
- b. A Compensation arrangement with any entity or individual with which MaRS is contemplating a transaction or arrangement other than a transaction or arrangement which will be offered to all members of MaRS.
- c. A Consulting Arrangement with or on behalf of any entity which is or may be affected by the exercise of the committee's ordinary responsibilities, including, but not limited to, the development of specifications, standards, or the interpretation or application thereof.

- d. Any Consulting Arrangement or Compensation arrangement whereby a MaRS member will provide thoughts, opinions, or recommendations to any party to a dispute related to the work the MaRS member is doing. This provision is not intended to preclude participation in any general discussion regarding the goals and objectives of MaRS and its various committees and is related to specific discussions about specific interests that relate to the individual's work with MaRS.

Compensation: Direct and indirect remuneration, as well as gifts, entertainment, or favours that are substantial in nature.

Conflict of Interest. Any actual or possible Competing Interest that would impair, or create the appearance of impairing, the independent judgment of the Interested Party. Neither status as an Interested Party nor the presence of a Competing Interest automatically gives rise to a Conflict of Interest.

Disinterested Member. A member of MaRS upon which an Interested Party serves, whom himself or herself does not constitute an Interested Party pertaining to the same action or arrangement at issue.

PROCEDURES

Duty to Disclose: In connection with any actual or possible Competing Interest, an Interested Party must disclose the existence and nature of his or her Competing Interest to MaRS upon which he or she serves before any discussion or action is taken by MaRS in the area relating to the Competing Interest. The Interested Party must also declare whether he or she considers the Competing Interest to be a Conflict of Interest.

Content of Disclosure: The Interested Party does not have to disclose confidential details in connection with business plans or policy or relating to disputes in which he or she may be involved in a business or consulting capacity. The Interested Party must only disclose so much of the facts material to the Competing Interest as will allow his or her fellow committee members and MaRS staff to understand the issues involved.

Determining Whether a Conflict of Interest Exists: An Interested Party's declaration that his or her Competing Interest is a Conflict of Interest shall be conclusive for purposes of the procedures, and the Interested Party shall proceed as required. In the event an Interested Party does not consider the Competing Interest to be a Conflict of Interest, any Disinterested Member or the Director may refer the issue for a "Conflict of Interest" determination pursuant to the procedure set forth. A Disinterested Member or the Director may also refer the issue for "Conflict of Interest" determination pursuant to the procedure if there is reasonable cause to believe that a Director or MaRS member is an Interested Party who has failed to disclose a Competing Interest.

Procedures for Addressing the Potential Conflict of Interest.

- a. A referral from a Disinterested Member or from any member shall be made directly to the Director. The individual(s) receiving the referral shall appoint a three-person ad hoc committee from among the Disinterested Members of the Board of Directors to investigate the referral.
- b. After exercising due diligence, the Ad Hoc Committee shall determine by majority vote whether the Competing Interest is a Conflict of Interest.

- c. If a Conflict of Interest is determined to exist, but no vote or other action has been taken by the affected committee in the area of the Competing Interest, the Interested Party shall abstain from voting on the proposed action but may join in the discussion of the proposed action. For purposes of determining whether a quorum of committee members exists with respect to a vote on a proposed action, any Interested Person who has been determined to have a Conflict of Interest shall be counted even though he or she shall abstain from voting and participation.
- d. If a Conflict of Interest is determined to exist and a vote or other action has already been taken by the affected committee in the area of the competing interest, the affected committee shall negate any vote tendered by the Interested Party in the area of the Conflict of Interest and shall reconsider de novo any vote or action in the area of the Conflict of Interest. Voting procedure and quorum considerations shall be conducted in the same manner as contemplated by paragraph (c) above.

Intentional Violation of Policy: If the committee has reasonable cause to believe an Interested Party has intentionally failed to disclose a Competing Interest, it shall inform the Interested Party of the basis for such belief and afford the Interested Party an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Party's response and after making further investigation as warranted by the circumstances, the committee determines the Interested Party has intentionally failed to disclose a Competing Interest, it shall take appropriate disciplinary and corrective action. Records of Proceedings

The minutes of a committee meeting involving discussions of actual or potential Competing Interests or Conflicts of Interest (and the minutes of the Ad Hoc Committee, if applicable) shall contain:

- a. After the names of the persons who disclosed or otherwise were found to have a Competing Interest, the nature of the Competing Interest, any action taken to determine whether a Conflict of Interest was present, and the decision as to whether a Conflict of Interest existed.
- b. The names of the persons who disclosed or otherwise were found to have a Competing Interest, the nature of the Competing Interest, any action taken to determine whether a Conflict of Interest was present, and the decision as to whether a Conflict of Interest existed.
- c. The names of the committee members who were present for discussions and votes relating to the transaction or arrangement involving a Competing Interest or Conflict of Interest, the content of the discussion, and a record of any votes taken in connection therewith.

Implementation

All committee members will affirm/reaffirm receipt and adherence to this policy upon acceptance of the appointment.

Affirmation of receipt and adherence will document that the individual:

- a. Has received a copy of this Conflict of Interest policy;
- b. Has been afforded an opportunity to discuss and raise questions concerning the policy; and

- c. Has agreed to comply with the policy.

Confidentiality

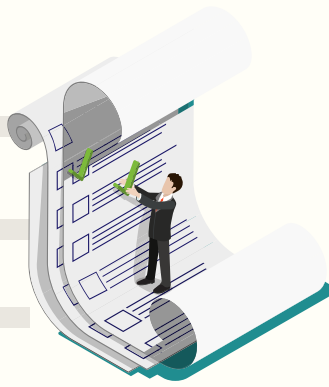
Any Interested Party shall exercise care not to disclose confidential information acquired in connection with such status of information the disclosure of which might be adverse to the interests of MaRS. Furthermore, an Interested Party shall not disclose or use information relating to the business of MaRS for the personal profit or advantage of the Interested Party.

Breach

In case of any Family members are involved in a Government body or Contractor or Sub-Consultants or Labourer and is found of acting towards the leaking of information of MaRS through its employees, contractors, labourers, or through any other way, then a strict action based on the severity of information privacy shall be taken.

New Employment

Any Employee, consultant, sub-consultants, contractor, labourer who has done voluntary or involuntary resignation shall not be involved in the same activity in any other company/firm similar to that of MaRS for a period of not less than 6 months. Legal Action shall be taken in such cases if found so.



Chapter 11

Termination Policy

Purpose

It is the policy of MaRS to ensure that employee terminations, including voluntary and involuntary terminations and terminations due to the death of an employee, are handled in a professional manner with minimal disruption to the workplace.

At-Will Employment

Employment with MaRS is voluntary and subject to termination by the employee or MaRS at will, with or without cause, and with at any time. Nothing in these policies shall be interpreted to be in conflict with or to eliminate or modify in any way the employment-at-will status of MaRS employees.

Voluntary Terminations

Voluntary termination of employment occurs when an employee submits a written or verbal notice of resignation to his or her supervisor or when an employee is absent from work for three consecutive workdays, a show cause notice has been sent for a period of 7 days, and fails to contact his or her supervisor (job abandonment).

Procedures

1. Employees are requested to provide a minimum of one month's notice or of the duration mentioned in the Appointment letter / the terms of agreement notice of their intention to separate from the company to allow a reasonable amount of time to transfer ongoing workloads. The employee should provide a written resignation notification to his or her manager.
2. Upon receipt of an employee's resignation, the employee/manager will notify the human resource (HR) department by sending a copy of the resignation letter and any other pertinent information (i.e., the employee's reason for leaving, and last day of work).
3. The HR department will coordinate the employee's off-boarding process will include the employee's returning all company property (computers, documentation, keys, etc.); a review of the employee's post-termination benefits status; and the employee's completion of an exit interview.
4. The employee's manager will complete a Supervisory Termination Summary and deliver the completed form to HR.
5. Employees who possess a security clearance (security codes to the building, computer passwords, etc.) must meet with the administration for a debriefing no later than their last day of employment.

Involuntary Terminations

Involuntary termination of employment, including layoffs of over 30 days, is a management-initiated dismissal with or without cause. The inability of an employee to perform the essential functions of his or her job with or without a reasonable accommodation may also result in an involuntary termination. An employee may also be discharged for any legal reason, including

but not limited to misconduct, tardiness, absenteeism, unsatisfactory performance, or inability to perform.

Procedures

1. Before any action is taken to involuntarily discharge an employee, the employee's manager must request a review by HR and the employee's immediate supervisor.
2. The termination review staff will be responsible for reviewing the circumstances and determining if the discharge is warranted. If the staff recommends discharge, the employee's manager and an HR representative will notify the employee. The employee's manager should complete an Employee Change Form and notify HR and payroll of the last day worked by the employee.

Death of an Employee

Termination due to the death of an employee will be made effective as of the date of death.

Procedures

1. Upon receiving notification of the death of an employee, the employee's manager should immediately notify HR.
2. The benefits administrator will process all appropriate beneficiary payments from the various benefits plans.
3. The employee's manager should ensure that the payroll office receives the deceased employee's timecard.

Dismissal during the probationary period

If the employee is deemed unsuitable while on a probationary period, they may be terminated without the minimum prior notice mandated by law. The termination of employment during this period may be for cause or without cause depending on the circumstances and the individual's evaluation.

Termination may occur before the end of the probationary period. This may happen if the tactical evaluations of the employee are highly unsatisfying or if the employee engages in behaviour that justifies a for-cause dismissal. The employee will be officially notified in writing of the decision to terminate them. The document will explicitly state the reason behind their termination and the expected date it will take effect.

Employees may still have to be dismissed for various reasons, after the end of the probationary period. In such cases, MaRS will follow its own separation of employment policy.

Dismissal in Case of Breach of Contract

If any of the Employee, consultant, associate, contractor, sub-consultants, or labourer is found in the Breach of Contract or the by-laws, or policies breach as per the procedures drafted then the said person can be terminated without any notice.

Final Pay

An employee who resigns or is discharged will be paid through the last day of work, less outstanding loans, advances, or other agreements the employee may have with the company, in compliance with state laws. In cases of an employee's death, the final payment due to that employee will be paid to the deceased employee's estate or as otherwise required under state law.

Chapter 12

Employee Gifting Policy



MaRS supports the idea of gift exchange, received or offered by any employee within the company. The company strictly impedes the idea of favour amongst the staff. The maximum value of a gift that can be exchanged within the organization is Rs. 2500.

Purpose

The Employee Gift policy aims to maintain uniformity in exchanging, distributing, and receiving gifts from employees. The company firmly believes that no employees must be gifted to benefit from them as it negatively influences other employees' morale.

Scope

The scope of the policy expands towards every employee regardless of their designation and department. It applies to all permanent, temporary, and contract-based employees as well as consultants and business associates.

Guidelines

- Mars Planning and Engineering Services Private Limited follows strict guidelines for the matter of gifts and prohibits any favouritism and bribe in the company.
- The company strictly prohibits any solicitation of gifts or favours from employees, organizations, and agencies from which he deals regularly.
- The employees receiving and distributing gifts must ensure that it does not influence any conflicts of interest or change of preferences.
- The employee/team must not receive any gifts, donations, or services from customers, competitors, or business dealers.

Procedure

- When receiving a gift prohibiting the company policy, one must graciously decline or return it and communicate to the person about this policy.
- If the offerer of the gift is unknown, it must be immediately reported to the authority and donated to a charity or use for community purposes under the advice of the higher authority.

Policy violation

The violation of this policy under any circumstances will not be treated as an unknown mistake, and actions will be taken against the person, resulting in the individual's immediate suspension.

Chapter 13

Business Dress Code Policy



Every employee working for MaRS represents the organization in public as well as in front of customers or clients. Thus, the personal appearance and hygiene of the employee are directly linked with the organization. The objective of the dress code policy is to guide the employee to dress in a befitting manner, appropriate to the job and considering the need of the company, their co-workers, and safety concerns. The positive or negative impact of the appearance of the employee has an effect on the company culture. Henceforth the objective of the dress code policy is to convey to the employee that we are all equal and related to each other by following the same work culture.

Scope

The dress code policy is applicable to the employees who are on the regular payroll of the company. The dress code policy should be followed while working in the office as well as when the employees are out of the office on company assignments such as client meetings, conferences, programs, or business events.

Policy elements

MaRS expects that employee should project their image as respectable, trustworthy, and knowledgeable professionals among the clients. As the appearance has a psychological effect on the people with whom you interact. Thus, it is important that based on their appearance the clients should feel comfortable seeking input, guidance, and professional services from the employees.

- All employees must maintain personal hygiene and must be well-groomed.
- The clothes must be in good shape and well ironed
- A formal dress code will be applicable on all days when employees interact directly with clients or business partners.
- Employees who are not interacting with clients may wear Business Casuals on Saturdays.

Employees are expected to wear Business formals on weekdays (Monday to Friday). Business casuals are to be worn on Saturdays.

The Definition of Business Formals and Business Casuals is as under:

Dress Code	Clothing and Accessories	
	Men	Ladies
	Head and Branch Offices Dress Code	
Business Formals	<ul style="list-style-type: none"> • Formal Shirt and Trousers • Formal Shoes • Suit / Blazer and tie (optional) 	<ul style="list-style-type: none"> • Salwaar kameez, Chudidars, Kurtis • Saree • Formal Shirt, Trousers / Skirts • Blazer and Tie (optional)

Business Casuals	<ul style="list-style-type: none"> • T-Shirts with collar & no imprints • Cotton Pants / Jeans (not torn / faded) • Shoes or Sneakers (no slippers) 	<ul style="list-style-type: none"> • Salwaar kameez, Chudidars, Kurtis • Saree • T-shirts (no imprints), Tops, Shirts • Cotton pants, Skirts • Jeans (not torn / faded) • Shoes / Sneakers as appropriate
On-Site and Site Office Dress Code		
Business Casuals	<ul style="list-style-type: none"> • Comfortable Clothes & Keep it Simple • Formal Pants & Shirt • Safety Gear provided by MaRS - Safety shoes, helmets, ID cards, and jackets provided by the organization is mandatory. 	<ul style="list-style-type: none"> • Comfortable Clothes & Keep it Simple • Formal Pants & Shirt / Kurti & Leggings • Safety Gear provided by MaRS - Safety shoes, helmets, ID cards, and jackets provided by the organization is mandatory.

The following attire is not acceptable for office wear:

- Improperly worn Jeans like low waist jeans, ankle height, baggy, etc
- Jeans torn, faded, beaded, etc
- Shorts
- Evening/party wear that is not formal
- Short / Mini Skirts (clothes above the knee)
- Off-the-shoulder tops
- Midriff/Revealing/tight tops
- Dressy capris/Inappropriate slacks
- See-through shirts/ blouses
- Sports Bras/ tank tops/ Halter tops
- Shoes- Flip-flops, flashy athletic shoes, boots, loose footwear, open-toed shoes.

Non-Compliance and Consequences

- It is the responsibility of reporting managers/supervisors/HR departments to inform the employees that they have violated the dress code policy. In case of a violation, the employee can immediately correct the problem. The supervisor may allow the employee to leave work and go out to change clothes. Employees can borrow clothes from their office mates or can go to the person's home which is nearby the workplace to change the clothes.
- The repeated violation of the dress code may lead to major repercussions and result in disciplinary action which includes termination. The termination of an employee can occur in case of dress code violation if:
- Repeated dress code violations even after receiving the warning and memo from the HR department.
- In case the inappropriate appearance of an employee leads to irreparable damage such as loss of an important client or deal.



Chapter 15

Leave Policy

For the purpose of leave, “year” shall mean the calendar year commencing from 1st April - 31st March.

The privilege leave will be credited in advance, once in six months i.e. on 1st April and 1st October, every year. Sick leave shall be credited on the 1st of April of every Year.

Leave must be applied through electronic leave management in HRMS Portal and sanction to be taken before proceeding on leave.

Leave for Principal Associates, Consultants, and Advisors will be as per the contract terms.

Type	Eligibility	
Sick Leave**		7 days per year Medical Proof of leave exceeding 2 days is to be submitted by the employees No limit on accumulation*; Cannot be en-cashed SL can be availed for half day also
Privilege Leave**	Employees on regular rolls	15 days per year; Maximum Accumulation is up to 180 days*. PL can be availed for 1 day also PL can be either suffixed or prefixed to sick leave
Maternity Leave	Female Employees on regular rolls	Employees are entitled to avail a maximum of 26 weeks (or 182 days) of maternity benefit for up to two pregnancies. Starting from the third pregnancy onwards, a maternity benefit of 12 weeks will be provided. Maternity leave for adoptive and commissioning mothers: 8 weeks of Maternity leave may be availed by any female employee who: (i) Legally adopts a child below three months of age, or (ii) Is a commissioning mother Eligibility is subject to a minimum of 80 days of working in 12 months immediately preceding the date of confinement Employee to report to duty for one day on completion of Maternity Leave or avail LOP for one day before proceeding on PL Female employees covered under the ESI Act shall be eligible for maternity benefits as per the amendment to the ESI act date 20th Jan 2017

Paternity Leave	Male Employees on regular rolls	15 days during the confinement of the spouse
Compensatory Off (C- Off)	Employees on regular rolls	<p>When working on a holiday:</p> <ul style="list-style-type: none"> • If you work for 4 to 6 hours - you will receive a half (0.5) day of compensatory leave. • If you work more than 6 hours - you will receive one (1) day of compensatory leave. <p>Please note that compensatory leave is not applicable for visits or travels.</p> <p>Important: Prior approval from your reporting authority is mandatory to work on a holiday.</p> <p>We strongly encourage you to complete your planned tasks during regular working days and hours.</p>

*Depending on approval from Management

**In total, only up to seven (7) leaves can be carry forwarded to the next financial year

Compliance with the Group Policies



We are all responsible for ensuring the proper application of the group policies and the code of conduct. Any violation of this Code may result in disciplinary sanctions for the employee involved, and legal action may also be taken by the Group.

Disciplinary actions and procedures will be conducted in accordance with applicable laws and legal procedures. Depending on the employee's situation, these sanctions may include dismissal for misconduct and claims for damages initiated by the Group.

SPEAKING UP

At MaRS Group, we encourage an open and transparent environment where everyone can freely express their questions and concerns regarding our Code of Ethics.

Don't hesitate to seek clarification!

If you have any inquiries about the Code of Ethics, need advice, or find yourself uncertain about a particular situation, we strongly encourage you to contact one of the following individuals:

- Your line manager
- The human resources manager of your entity
- The Compliance Officer of your entity or the Group Compliance Officer
- Email: wecare@marsconsultancy.com
- Any member of the Group's Ethics Committee

The person you reach out to will handle your request with kindness, objectivity, and confidentiality. If they are unable to address your concern directly, they will guide you to the appropriate entity or department that can assist you.

MaRS' ethics network:

The Ethics Committee is responsible for addressing ethical issues, assisting the Compliance Officer and the Management, and ensuring a diligent, discreet, and objective examination of cases. It comprises employees representing different entities within the Group and actively contributes to defining and implementing ethical measures across the organization.

ALERTING

If you possess first-hand knowledge of a situation or fact that may constitute a violation of the Code of Ethics, please do not hesitate to report it to the Compliance Officer (wecare@marsconsultancy.com). MaRS has an established ethics alert process that ensures the confidentiality and protection of the whistle-blower's identity. The Group strictly prohibits any form of retaliation against employees who, in good faith, share their concerns regarding the application of the Code of Ethics.

Your assistance is invaluable in fostering a culture of integrity and ethics at MaRS.

Individuals outside MaRS may also contact the Group Compliance Officer with any questions or concerns related to the application of the Code of Ethics by sending an email to: wecare@marsconsultancy.com